SUPERIOR SPIDER-MAN

SLOTT
GAGE
BAGLEY
DELL
DELGADO

SUPERIOR SPIDER-ISLAND

delgado

MARVEL

MARVEL COLLECTED EDITIONS

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SUPERIOR SPIDER-MAN

SUPERIOR SPIDER-ISLAND

With time running out to save ANNA MARIA MARCONI from a vengeful SUPERNOVA, DOCTOR OTTO OCTAVIUS betrays SPIDER-MAN once again and uses the device to transport them to the mindscape for a re-creation of their first clash. It's a vicious battle of SUPERIOR SPIDER-MAN versus SPIDER-MAN! Spidey is on the verge of being annihilated by DOC OCK, but then two figures arrive from his memories of when he was erased from the Web of Life and Destiny and didn't become Spider-Man: UNCLE BEN and DOCTOR PETER PARKER! After some knockout punches, a defeated Doc Ock realizes the error of his ways, while Spider-Man offers forgiveness. But is there enough time to save Anna Maria from Supernova?!

SUPERIOR SPIDER-MAN

SUPERIOR SPIDER-ISLAND

DAN SLOTT PLOT

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5 SUPERNOVA PART FIVE: THE HEEL TURN

HUDSON VALLEY.

Almost a hundred miles from Manhattan.

AFTER WE DROP THE KID OFF AT MY MOTHER'S, WE COULD GO BIRDING.

Ooh, THAT SOUNDS ***GREAT!***

THE GROUP CHAT'S BEEN BUZZING ABOUT SOME REALLY UNUSUAL--

--SIGHTINGS...

ALIENS.

I ***LEFT THE CITY*** BECAUSE OF ALIENS!

HOW'S THAT DOOHICKEY COMING ALONG, DOC?

WE'RE ALMOST THERE.

OF *COURSE* WE'RE ALMOST THERE, PARKER! MY GENIUS BUILT THIS CRAFT FOR *SPEED.*

AND THAT *SAME* GENIUS WILL COMPLETE THE DEVICE REQUIRED TO RESTRAIN *SUPERNOVA...*

...IF YOU EVER CEASE *DISTRACTING* ME WITH YOUR INFERNAL *YAMMERING.*

OH-KAY. *SOMEONE'S* A LITTLE TOUCHY.

LET'S REMEMBER *I'M* NOT THE ONE WHO WASTED TIME TRYING TO *SWAP BRAINS. AGAIN.*

YOU--

--ARE RIGHT.

ALL WHILE DEAR *ANNA MARIA* REMAINED IN DANGER. IF SHE'S BEEN HARMED, I...

...I SHALL NEVER FORGIVE MYSELF.

CHIN UP, *OTTO.* WE AGREED SHE NEEDS *BOTH* OF US.

DON'T WORRY. WE'RE STILL *WAY* AHEAD OF SUPERNOVA'S DEADLINE.

EVERYTHING'S GOING *EXACTLY* TO PLAN.

AN ABANDONED A.I.M. BASE.

ANNA MARIA MARCONI!

WHERE ARE YOU?!

SPIDER-MAN IS COMING HERE BECAUSE I TOLD HIM I HAVE YOU AS A HOSTAGE.

WHERE IN THE HELL HAVE YOU GONE?

TUNG

Huh?

OH, TALK ABOUT A CLICHE.

YOU'RE IN THE VENTS, AREN'T YOU, MARCONI?

I CAN HEAR YOU! GET BACK HERE, OR--

OR WHAT?

OR I'LL BLAST YOU OUT!

IF YOU DO THAT, YOU'LL CHARBROIL ME.

THAT WON'T MAKE FOR A VERY GOOD HOSTAGE, WILL IT?

DON'T MAKE ME COME IN THERE!

IN HERE? WHERE IT'S A TIGHT SQUEEZE FOR *ME?*

AFTER YOU SPENT YEARS TRAPPED IN A *TINY BOX?*

I'D LIKE TO SEE YOU TR--

--AIIEEEE!

OH MAN.

DIE HARD HAS *LIED* TO ME...

SUPERNOVA! ESTRELLA! I NEED HELP!

I'M SERIOUS! I NEED YOU TO COME GET ME, OR I'LL FALL TO MY LITERAL DEATH!

TH-THIS IS A TRICK.

YOU WANT ME TO GO IN THERE SO I'LL GET ALL CLAUSTROPHOBIC AND--AND HAVE A MENTAL BREAKDOWN OR SOMETHING!

IT IS SO NOT A TRICK! PLEASE!

I'M LITERALLY BEGGING YOU HERE!

THERE'S NO ONE ELSE!

WELL...THAT'S JUST TOO BAD.

WHEN SPIDER-MAN TRAPPED ME IN THAT CELL, NO ONE CAME LOOKING FOR ME.

MY FAMILY'S ALL GONE. NO REAL FRIENDS. I NEVER HAD ANYONE.

SO WHY SHOULD I...? WHY...?

DAMN IT.

NNNN--

AAAA

SOON...

SORRY AGAIN. I'D HELP, BUT I'M PRETTY SURE IF I TOUCHED THOSE BANDAGES, THEY'D IGNITE.

I'M THE ONE WHO SHOULD APOLOGIZE. IF I HADN'T MESSED WITH YOUR HEAD LIKE THAT...

...YOU'D PROBABLY HAVE BETTER CONTROL OVER YOUR POWERS RIGHT NOW.

WHY ARE YOU APOLOGIZING? I TOOK *YOU* HOSTAGE.

AND I TOLD YOU TO TRY OUT AS ONE OF SPIDER-MAN'S LAB ASSISTANTS. SO...

SORRY.

SORRY.

HEH.

HA!

LOOK, ESTRELLA...THERE'S SOMETHING YOU SHOULD KNOW.

ABOUT WHO SPIDER-MAN WAS BACK THEN.

WHAT DO YOU KNOW ABOUT *OTTO OCTAVIUS?*

SUPERNOVA!

SHOW YOURSELF!

YOU'VE GOT SOMETHING TO *PROVE?* A SCORE TO SETTLE WITH *ME? FINE!*

BUT FIRST I WANT PROOF ANNA MARIA MARCONI'S ALL RIGHT, OR I'M GONE!

I'M *FINE!* I--

SHE DIDN'T DO ANYTHING WRONG. UNLIKE *YOU,* I'M NOT OUT TO HURT *INNOCENT* PEOPLE!

OH YEAH? TELL THAT TO *SPIDER-BOY!*

OR DO *KIDS* NOT COUNT AS "INNOCENT"?

THAT'S IT. I'M ENDING THIS *NOW!*

WAIT! I CAN STOP THIS WITHOUT--

YOU WANTED THE *SUPERIOR SPIDER-MAN?* WELL, HERE I AM! THE ONE AND ONLY!

COME ON! GIVE ME EVERY-THING YOU'VE GOT!

NO! THAT'D BE OVER IN A *FLASH!* FOR WHAT YOU'VE DONE TO ME...

...YOU *NEED* TO *SUFFER!* YOU NEED TO *BURN!*

HOLD ON.

WHAT HAPPENED TO SPIDER-BOY?

MANHATTAN.

I'M TELLING YOU, THAT KID WAS *RIGHT* HERE!

ST. JOHN

EMERGE

NOW HE'S GONE.

AND HIS *COSTUME* IS MISSING.

DO WE KNOW WHAT HIS POWERS ARE? COULD HE HAVE...CLIMBED? FLOWN? *TELEPORTED* AWAY?

NO IDEA. BUT WITH THOSE BURNS ON HIS BACK, THE LAST THING HE NEEDS...

...IS TO GO BACK INTO ACTION AS SOME IDIOT'S *SIDEKICK.*

SURE, GO AHEAD. UNDERESTIMATE ME, JUST LIKE EVERYONE ELSE.

DOESN'T MATTER.

WHAT *DOES* IS THAT SOMEWHERE OUT THERE, *SPIDER-MAN* NEEDS HELP...

...AND *SPIDER-BOY* IS GONNA BRING IT!

HUDSON VALLEY.

YOU DON'T STAND A CHANCE AGAINST ME, SPIDER-MAN!

LEAP AROUND ALL YOU WANT. EVENTUALLY, YOU *WILL* TIRE!

MY POWER IS *LIMITLESS!*

YOU GOT A POINT. BUT I'M *NOT* IN THIS *ALONE.*

RECAP

A *FRIEND* HELPED ME COOK UP A WAY TO FIGHT YOUR *ATOMIC FIRE...*

...WITH FIRE! CHECK IT OUT.

THE POWER OF THE SUN...

...IN THE BALL OF MY FIST!

HOW--?

QUATRITIUM. YOU'RE FIGHTING ME WITH MINIATURE ATOMIC FUSION REACTIONS.

ARE YOU INSANE? DO YOU KNOW WHAT KIND OF POWER YOU'RE MESSING WITH?

ABSOLUTELY.

TOTALLY ON TOP OF THIS. SO...

...FEEL LIKE GIVING UP?

SHRAKK

TO YOU?

NEVER!

THAT WAS MY BEST SHOT.

WITH HOW UNSTABLE QUATRITIUM IS, IF I TAKE ANOTHER, I COULD BLOW US ALL OFF THE MAP!

BUT BOTH DOC AND I KNEW THIS WAS ONLY MEANT TO STALL HER.

GOD HELP US, THE REST IS UP TO YOU, OTTO! I SURE HOPE YOU'RE READY!

ALL SYSTEMS GREEN. THE *OCTO-POD* POWERS THE GENERATOR...

...WHICH CATALYZES THE *QUATRITIUM* WE RETRIEVED FROM MY UNDERSEA BASE.*

AND THAT STANDS BY TO ACTIVATE THE TRAP FOR MY ERSTWHILE ASSISTANT...

IN ISSUE 3! --EDITORIAL ELLIE

...A DODECAHEDRON SIMILAR TO THE ONE THAT CONFINED HER FOR YEARS.

YET FAR *SUPERIOR!*

PARKER WAS RIGHT. CRISES OF CONFIDENCE ARE FOR *LESSER* MEN.

I HAVE DONE MY PART AND DONE IT WELL.

ALL THAT REMAINS IS FOR SPIDER-MAN TO LURE MS. LOPEZ TO *THIS* LOCATION.

WHERE IS THE DOLT? WERE THIS ONE OF *MY* SCHEMES, HE'D ARRIVE JUST IN TIME TO FOIL IT. BUT WHEN I NEED HIM...

...HE STANDS REVEALED AS THE MALINGERING *GRANDSTANDER* THAT HE IS!

BURN!

YEOW!

DANGER

GAUNTLETS ARE BECOMING UNSTABLE. CAN'T TAKE ANY CHANCES.

GOTTA POWER DOWN.

THIS IS NOT GONNA BE--

GUHHH!

THAT SHOULD TEACH YOU. THERE'S A BIG DIFFERENCE BETWEEN *USING* THE POWER OF A SUN...

...AND *BEING* ONE.

I THINK YOU'LL REALLY GRASP THE NUANCE...

...WHEN I *COOK YOU FROM THE INSIDE OUT.*

STOP!

THE HONOR OF KILLING SPIDER-MAN BELONGS TO ONE PERSON ALONE.

HIS ARCHFOE. *ME!*

DOCTOR OCTOPUS!

I WAS SO CLOSE TO ENDING THIS, AND NOW IT'S *COMPLETELY* OFF THE RAILS.

I'VE GOT TO GET OUT THERE AND CALM EVERYONE DOWN, BEFORE IT GETS...

SKZZT ALL A.I.M. PERSONNEL, HAZARDOUS QUATRITIUM LEVELS DETECTED. EVACUATE IMMEDIATELY.

...WORSE.

DANGER
DANGER
DANGER
DANGER
DANGER

EVERYBODY MAKES FUN OF THESE A.I.M. "BEEKEEPER" SUITS, BUT THEY DO GIVE YOU HEAD-TO-TOE COVER.

HERE'S HOPING THEY ALSO PROVIDE SOME *HAZMAT PROTECTION.*

SIGN ON THE WALL SAID THERE'S A *VEHICLE* BAY RIGHT AROUND...

...*HERE!*

PLEASE! PLEASE! PLEASE HAVE *SOMETHING* LEFT IN YOUR TANK!

OH *COME ON!*

CAN'T REACH THE PEDALS!

THAT'S NOT FAIR!

HOW AM I SUPPOSED TO--

BAM

VOICE CONTROLS ACTIVATED.

WELL, ALL RIGHT.

WHO ARE YOU?

MY DEAR LADY, DON'T YOU RECOGNIZE ME? I AM OTTO OCTAVIUS. YOUR *LIBERATOR!*

AS THE ONE WHO FREED YOU FROM YOUR CRUEL, INHUMANE PRISON, SURELY YOU CAN DO ME THIS ONE COURTESY...

...OF LETTING ME *END* THIS DOLT!

HERE'S A COURTESY. PUT HIM DOWN, LEAVE, AND I WON'T KILL *YOU* TOO!

DOC, WHAT THE--?

SHH! TRUST ME!

THAT *MONSTER* DIDN'T JUST LOCK ME UP INSIDE A *BOX!* HE STOLE MY LIFE!

LOOKS TO ME LIKE YOU CAN STILL EAT. SLEEP. TOUCH THINGS WITHOUT MELTING THEM.

ALL I HAVE LEFT IS *REVENGE.* SO LET ME HAVE IT... OR BE *PART* OF IT!

FINE. IF IT MEANS THAT MUCH TO YOU...

...TAKE HIM.

YOU PETTY SON OF A--

WHOA!

THUD

AH-AH-AH! REMEMBER THE COURTESY YOU PROMISED. I *DID* PUT HIM DOWN.

YOU BETTER NOT BE HERE WHEN I'M FINISHED WITH HIM.

PERISH THE THOUGHT. OTTO OCTAVIUS NEVER OVERSTAYS HIS WELCOME.

THERE YOU ARE.

ACTUALLY TRYING TO GET UP? WITH ANYONE ELSE, I'D BE IMPRESSED.

BUT I HATE YOU WAY TOO MUCH.

DO YOU HAVE ANY IDEA WHAT IT WAS LIKE STUCK IN THAT--?

WHAT--?

NO!

SHMMM

OH *GOD!* IT'S *NOT* LIKE BEFORE! IT'S *WORSE!*

THIS TIME, SHE'S IN *AGONY!* MENTAL AND PHYSICAL!

OTTO, WHAT DID YOU *DO?*

ARRGHH!

ISN'T IT OBVIOUS?

I WON!

THIS ISN'T WHAT WE AGREED TO, OTTO!

YOU WERE SUPPOSED TO *NEUTRALIZE* HER POWERS. *CURE* HER!

EVEN IF I COULD, *WHY?* SHE IS THE REALIZATION OF MY LIFELONG *DREAM!*

A CONTROLLED FUSION REACTOR! UNLIMITED *CLEAN POWER!*

THIS WILL CHANGE THE *WORLD* FOR THE BETTER, *FOREVER!*

ALSO, IF YOU LET HER OUT, SHE *WILL* KILL US!

IT'S STILL *WRONG!*

IDIOT! THIS WILL BRING ABOUT A NEW *GOLDEN AGE!*

IT'S NOT WORTH THE COST!

SO BE IT. FOR THE *WORLD* TO LIVE UP TO ITS POTENTIAL...

...YOU, PETER BENJAMIN PARKER, THE SUPERIOR SPIDER-MAN, *MUST DIE!*

OSCORP PLAZA.

WELL, IF I'M GONNA FIND PETE...

...I'LL HAVE TO USE MY *SPIDER-SENSE* TO GET A *PSYCHIC READING* OFF SOME OF HIS STUFF.

THE *BEST* PLACE TO GET THAT IS HIS LAB.

OSCORP

AND SINCE OSCORP AIN'T GONNA LET A KID WALK ON IN, I'LL HAVE TO--

THAT'S WEIRD.

THE GRATE POPPED RIGHT OFF. DIDN'T EVEN HAVE TO USE MY SPIDER-STRENGTH.

AND THERE'S LIKE A ZILLION SCUFF MARKS IN HERE.

GEEZ, PETE. HOW MANY PEOPLE ARE CLIMBING THROUGH YOUR VENTS?

WHOA. PLACE IS *TRASHED.* WHAT HAPPENED HERE?

OH! HI THERE!

YOU'RE PETE'S TALKING SPIDERS FROM ANOTHER DIMENSION, RIGHT?

Y'KNOW, *I* TALK TO SPIDERS. MAYBE *YOU* COULD TELL ME WHAT'S GOING ON?

SORRY I ALMOST STEPPED ON YOU. WON'T HAPPEN AGAIN.

"DOLT"?

THAT SOUNDS LIKE--

WAAHH!

HEY, GET OFF!

AAGH! STOP IT! I--

hgmmf!

Khhkkff

:khakk:

:khaff:

:khaa--:

Ha.

HA HA HAAA!

YES... THIS BODY WILL DO. FOR *NOW.*

AND WITH A FEW MINOR ADJUSTMENTS TO THE UNIFORM AND ITS ACCOUTREMENTS...

... ...I SHALL *TRANSFORM* THIS IMMATURE MINION...

...INTO THE **SUPERIOR SPIDER-BOY!**

delgado

THE HUDSON VALLEY.
Outside An Abandoned A.I.M. Base.

I HAVE NO WISH TO FIGHT YOU, SPIDER-MAN. YOUR AID WAS ***INVALUABLE*** IN DEFEATING ***SUPERNOVA.***

AND IN YOUR WEAKENED STATE, I WOULD ASSUREDLY ***DESTROY*** YOU.

BESIDES, YOU SAW WITH YOUR OWN EYES THAT SUPERNOVA WOULD HAVE ***KILLED*** YOU WITHOUT HESITATION.

THAT DOESN'T MATTER, OTTO. WE GOTTA LET HER ***GO.*** SHE'S A HUMAN BEING, AND YOU CAN'T--

SHE'S A ***LIVING FUSION REACTOR.*** AT ANY MOMENT, ONE OF HER ***OUTBURSTS*** COULD DESTROY AN ***ENTIRE CITY.***

BUT IN MY CONTAINMENT POD, THAT ***REACTOR*** COULD PROVIDE UNLIMITED, FREE, ***CLEAN ENERGY*** TO THE ENTIRE WORLD!

SHE COULD BRING AN END TO ***POVERTY!*** TO ***WAR!*** SHE COULD BE MY ***GIFT*** TO ***HUMANITY!***

AT THE COST OF A WOMAN'S ***LIFE!***

WAIT... AREN'T ***YOU*** THE ONE WHO LOCKED ME UP LIKE THIS THE ***FIRST TIME?***

I'M NOT LETTING YOU KEEP A HUMAN BEING IN A *CAGE* SO YOU CAN WIN A NOBEL PRIZE, DOC!

SHNNG

FWIP

YOU *COMPOUND* YOUR MISTAKES, WHELP.

UH-OH.

YOUR FIRST WAS CONFUSING THAT *CREATURE* FOR A *HUMAN BEING.*

YOUR SECOND--

RRRN

--WAS ATTACKING *ME*-- *DOCTOR OCTOPUS*-- WITH *MECHANICAL ARMS.*

NC

OCH

ARMS I *DESIGNED.*

REALLY, *WHAT* WAS THE POINT OF *THAT?*

TO KEEP *YOUR* ARMS BUSY.

SO I COULD DO--

KRANG

SKRIGH

--THIS!

AARGHH!!

MY EYE! YOU CRETIN, YOU'VE *BLINDED* ME!

OH, STOP WHINING. I JUST BROKE ONE OF YOUR GOGGLES. *ONE.*

WHICH MEANS I DON'T HAVE A TON OF TIME TO FIGURE OUT HOW TO *OPEN* THIS THING...

HEY! WHAT ARE YOU *DOING?*

GET AWAY FROM ME!

VLASH

OW!

WHAT WAS THAT FOR? I'M TRYING TO FREE YOU!

YEAH, RIGHT. AFTER YOU TRAPPED ME FOR YEARS. I'M NOT BUYING IT!

UNBELIEVABLE. SO THIS IS WHAT I GET FOR DISPLAYING MERCY?

WELL, NO MORE!

GET HIM!

CRUSH HIM, MY OCKTOIDS!

gwarble

gwarble

gwarble

GYAH!

I HATE THESE THINGS SO MUCH.

OTTO!

ANNA MARIA?

ANNA! IT *IS* YOU!

THEN YOU'RE SAFE! I WAS *IN TIME!*

OTTO, WHAT THE HELL IS GOING ON HERE?

EXACTLY AS IT SEEMS! I'VE TURNED THE TABLES ON YOUR *CAPTOR*-- TRAPPING *HER* IN A CONTAINMENT UNIT.

ONE THAT WILL PROVIDE UNLIMITED POWER AND--CHANGE THE COURSE OF *HISTORY!*

USHERING IN A *GOLDEN AGE FOR HUMANKIND!*

AND THE PRICE OF THAT GOLDEN AGE? *SUPERNOVA'S LIFE!*

HE ALWAYS SKIPS THAT PART.

A NECESSARY COMPROMISE.

ONE THING PUZZLES ME, ANNA. WHY ARE YOU WEARING AN *A.I.M. SUIT?*

BECAUSE IT'S ALSO A *RADIATION* SUIT. YOU TWO WERE STUPID ENOUGH TO USE *QUATRITIUM* TO STABILIZE ESTRELLA'S POWER, RIGHT?

WELL, READINGS SHOW IT'S BECOME *UNSTABLE.* AND COULD TAKE OUT *UPSTATE NEW YORK!*

WHAT READINGS? A.I.M. EQUIPMENT? *FEH.*

MY CALCULATIONS WERE ***FLAWLESS!*** IF I'D ERRED, THERE'D BE ***ALARMS!***

WELL, DID YOU USE QUATRITIUM ANYWHERE ***ELSE?*** BECAUSE I ***TRIPLE-*** CHECKED...

...AND I'M ***SURE*** I DETECTED ***DANGEROUS*** LEVELS HERE.

SQUEEEE

THE ***GAUNTLETS!***

THEY MUST'VE BEEN DAMAGED IN MY FIGHT WITH SUPERNOVA!

THE QUATRITIUM IN THEM IS ***OVERHEATING!*** WE GOTTA FIND A WAY TO ***STABILIZE*** IT!

Gwarble

Gwarble

THAT IS WHAT THE YOUNG PEOPLE TERM AS A "***YOU***" PROBLEM.

MY PRIORITY IS TO GET MY ***REACTOR*** AS FAR FROM THE BLAST RADIUS AS POSSIBLE. SHE IS THE FUTURE OF ***ALL ENERGY ON EARTH!***

I HAVE A NAME!

ARE YOU ***CRAZY,*** OTTO? THERE'S A ***TOWN*** NEARBY!

A MELTDOWN COULD WIPE OUT ***COUNTLESS INNOCENT LIVES!***

WHAT SHE SAID.

YOU'RE NOT LEAVING HERE, DOC. I WON'T *LET* YOU.

YOU WON'T?

WHRRR

Gnghh!

AMUSING.

OH!

HEY! PUT ME DOWN!

SILENCE.

ANNA, COME WITH ME. MY SHIP CAN TAKE US FAR FROM HERE.

I'M NOT LEAVING, OTTO. AND NEITHER SHOULD *YOU.*

THE MAN I KNEW, THE MAN I...LOVED... WOULDN'T DO THIS.

HE'D USE HIS GENIUS TO *PREVENT* THIS EXPLOSION. HE'D *SAVE EVERYONE.*

AND IF SUCCESS WAS ASSURED, I WOULD. BUT THE RISK IS *TOO GREAT.*

THIS IS MY *LIFELONG DREAM,* ANNA.

SO *CHOOSE.* YOUR *DREAM* OR THOUSANDS OF *INNOCENT LIVES.*

INCLUDING *MINE.*

WHAT A COMPLETE AND TOTAL #$%&.

OKAY, PETE, IT'S JUST US. TIME TO GET UP.

WH-WHEAT CAKES?

SURE, CHAMP. BUT *FIRST*, WE NEED TO GET BACK TO THE A.I.M. BASE.

I SAW EQUIPMENT IN THERE WE MIGHT BE ABLE TO USE TO STOP US FROM BECOMING A SMOKING HOLE IN THE GROUND.

YOU KNOW, I MAY BE A LITTLE SLOW ON THE UPTAKE, BUT I'M *ALSO* A GENIUS.

SILENCE, WOMAN.

"SILENCE." "DOLT." ALL THE "LIFE'S WORK" STUFF. I'M NOT SURE HOW...

...BUT *YOU'RE* THE ONE WHO LOCKED ME UP BEFORE, *NOT* SPIDER-MAN.

I KNEW I SHOULD HAVE MADE THE CONTAINMENT UNIT SOUNDPROOF.

ADMIT IT!

VERY WELL. IT WAS MY SUPERIOR *MIND* IN THE BODY OF SPIDER-MAN BACK THEN. WHAT OF IT?

OKAY. IT *ALL* MAKES SENSE NOW. YOU'RE A SUPER VILLAIN.

I GET WHY *YOU'D* KILL ME TO UNLOCK THE SECRET OF UNLIMITED POWER.

MADAM, I AM A *SCIENTIST.*

TO FURTHER THE CAUSE OF SCIENCE, FOR THE *GREATER GOOD*...

...I MUST BE WILLING TO MAKE...

...ANY SACRIFICE.

MANHATTAN. OSCORP PLAZA.

ALMOST THROUGH, SIR.

OSCORP

OKAY, HEADS UP. SENSORS DETECTED AN EXPLOSION IN HERE, FOLLOWED BY HEAVY ENERGY USAGE.

PARKER'S TURNED OFF ALL INTERNAL CAMERAS AND ISN'T ANSWERING CALLS.

WE'RE GOING INTO AN ***UNKNOWN SITUATION.*** SAFETIES OFF...

...LETHAL FORCE AUTHORIZED.

KTUNGG

SECURITY!

ANYONE IN HERE? SHOW YOURSELF. HANDS ON YOUR HEAD ***NOW!***

THIS IS YOUR ***ONLY WARNING!***

STOP SHINING THOSE LIGHTS IN MY EYES AT ***ONCE!***

THEY'RE VERY ***SENSITIVE.***

ARE YOU KIDDING ME?

IT'S JUST A *BOY*. SOME KID DRESSED FOR HALLOWEEN.

CUFF HIM.

THAT'S **SUPERIOR SPIDER-BOY** TO YOU.

DOLT!

THWP

WHAT THE HE--?

FOOLS! YOU WILL *RUE* THE DAY...

BLAH

UKK!

WATCH-- *OWW!*

...WHEN YOU *DARED* TO UNDERESTIMATE *ME!*

FREEZE, LITTLE MAN!

YOU CAUGHT US OFF GUARD, SPIDER-BOY.

BUT PLAYTIME'S OVER.

YOU'RE QUITE RIGHT, CRETIN.

IT MOST CERTAINLY IS.

SECONDS LATER...

\\\\\ \\\ \\\\\\ \\ \\\\\ \\\.

HEY! SPEAK *ENGLISH!*

THIS AIN'T FUNNY, KID! YOU BETTER GET US DOWN *NOW*, OR I'LL MAKE SURE YOU'RE TRIED AS AN ADULT!

\\\ \\\\\ \\ \\\\.

BOSS, TH-THAT KID AIN'T HUMAN! IS--IS HE GONNA MAKE THOSE SPIDERS *EAT* US?!

CALM DOWN, JOHNSON. SPIDERS DON'T ACTUALLY EAT PEOPLE.

AFTER THAT MOVIE CAME OUT WHEN I WAS A KID, I LOOKED IT U--

--UUUUMPPHH!

=GGURRGLL--=

YOU THERE! URCHIN! I *DEMAND* TO KNOW WHAT TRANSPIRES HERE!

YES! I WILL NOT SUFFER SUCH AN *INDIGNITY* WITHOUT EXPLANATION!

ISN'T IT OBVIOUS, MY FRIENDS?

WE ARE ALL OF *ONE* MIND NOW. WE ARE A CLUSTER OF SPIDERS! A *COLONY!*

DARE I SAY... A *SUPERIOR* COLONY!

HUDSON VALLEY.

I CAN DEFUSE THE GAUNTLETS *MYSELF.* I'D RATHER YOU GET ON THAT HOVER BIKE AND ZIP OUTTA HERE.

IT'LL GO FASTER WITH *TWO* OF US.

AND IF I *DID* TAKE OFF, WOULD I EVEN GET CLEAR IN TIME?

I MEAN...WHAT WOULD THE BLAST RADIUS *BE?* IF WE FAIL? NOT THAT WE'RE GOING TO.

I HAVEN'T DONE *EXACT* CALCULATIONS, BUT...

...ENOUGH TO REACH THE LITTLE TOWN I PASSED ON THE WAY IN.

HAD A NICE FARMERS MARKET.

FRESH PRODUCE, PETTING ZOO, HOME-BAKED PIE...

DRUGS

BARS

CARROTS

CARROTS

DON'T! NOT THAT--

--WIRE!

SNIP

SPIDER-SENSE?

YUP.

IS IT GETTING WORSE?

...

YUP.

I DON'T KNOW WHAT TO DO. I CAN'T THINK OF A WAY TO STOP THIS.

WE CAN'T.

I PREFERRED OUR CONFIDENCE FROM A MINUTE AGO.

WAIT! HEAR ME OUT.

EARLIER, I TRIED TO GET AWAY FROM SUPERNOVA...

...BY CRAWLING THROUGH THE *VENTS.*

YOU *DIE HARD*-ED?

AND LOST A *SHOE.* AND FOR HOW LONG IT TOOK ME TO HEAR IT HIT *BOTTOM...*

YOU THINK IT'S DEEP ENOUGH TO CONTAIN THE BLAST?

TO SAVE *US?* NO. THAT TOWN? *YEAH.*

SOLD. FIRE UP THE HOVER-BIKE--I'LL DROP THE GAUNTLETS DOWN THE VENT.

TIME?

TWO MINUTES.

WE GOT THIS.

MAYBE *LESS.*

SPIDER-SENSE GOT WORSE?

NAH.

YOU LYING?

YEAH.

BUHOOOOOOOM

PETE?

YEAH?

WE'RE HEADING INTO A *FOREST FIRE!*

I KNOW. SUPERNOVA STARTED IT EARLIER. BUT...

...I'M PRETTY SURE THE *SHOCK WAVE* BEHIND US WILL--

WHIZ

UNH... I CAN'T BELIEVE WE'RE *ALIVE!* AND THAT BLAST...

SNUFFED OUT THE FIRE.

TALK ABOUT YOUR *PARKER LUCK!*

THAT'S *NOT* HOW IT WORKS.

THIS IS. THE HOVER BIKE'S TOAST. ALL ONBOARD ELECTRONICS ARE FRIED... PROBABLY ALONG WITH LOCAL CELL-PHONE TOWERS.

I WANTED TO CHECK ON THE TOWN.

IF *WE* SURVIVED, THE TOWN'S *GOT* TO BE OKAY.

PROBABLY. BUT WE STILL NEED TO GET HOME. AND IT'S ON THE WAY.

SO, WHAT NOW? YOU CARRY ME ON YOUR BACK AND RUN AT *SPIDER-SPEED?*

NO. I'VE GOT A BETTER IDEA.

SO, WE'RE DOING THIS? REALLY?

WE'RE, LIKE, A HUNDRED MILES FROM THE CITY.

YOU'VE GOT *SPIDER-SPEED.*

AND HUMAN LEGS.

IT'S NOT SAFE.

I'VE GOT SPIDER-SENSE.

AND YOU DON'T. NEVER HITCHHIKE. --ELLIE

CAN'T BELIEVE THIS GUY PICKED US UP.

C'MON. WE'RE TWO TRAVELERS IN NEED.

YOU'RE IN A FULL FACE MASK. AND I'M DRESSED LIKE A SUPER VILLAIN.

SMALL-TOWN HOSPITALITY. IT'S A DIFFERENT WAY OF LIFE.

IT'S GOING TO TAKE US AGES.

WHO KNOWS WHAT OTTO COULD'VE DONE TO SUPERNOVA BY THEN?

WE WERE KINDA OUT OF OPTIONS.

YOU'VE REALLY *NEVER* TRIED USING YOUR SPIDER-SPEED?

FOR THE NEW YORK CITY MARATHON OR SOMETHING?

IT'S MORE FOR *SPRINTS* THAN MARATHONS. AFTER FIFTY MILES, I'D BE A PUDDLE.

THEN HOW DOES *QUICKSILVER* DO IT? WHEN HE RUNS AROUND THE WORLD?

BEATS ME. HE'S SUPER-FAST, BUT HE STILL HAS TO TAKE ALL THOSE STEPS.

MAYBE THAT'S WHY HE ALWAYS LOOKS SO GROUCHY.

CAN I ASK YOU A SERIOUS QUESTION?

SURE.

YOU GOT ANY MONEY?

I'M GONNA HAVE TO PAY FOR THIS CARROT.

NO, I DO NOT HAVE MONEY. HAVE YOU SEEN ME CARRYING A PURSE?

=CHOMP=

AND YET HE CONTINUES EATING THE CARROT.

WHAT? IT'D BE UNSANITARY TO PUT IT BACK.

MANHATTAN.

OH, NO, YOU DON'T OWE ME ANYTHING, *ANT-MAN.*

IT'S THE LEAST I CAN DO FOR ALL THE TIMES YOU AND *THE WASP* HAVE SAVED THE WORLD!

OH, *UH*...WE'RE NOT--

WE'RE NOT IN IT FOR REWARDS, SIR, BUT WE APPRECIATE THE GESTURE. RIGHT, ANT-MAN?

IMAX

HEY, YOU'VE GOT A--ON YOUR *CHEEK* THERE--

THIS SHOULD NOT BE GROSSING *ME* OUT...

WHA--?

HKK--

REMOVE YOUR HAND FROM MY VEHICLE AT ONCE, *DOLT!*

OR *LOSE* IT!

ANNA, PUT THAT HELMET ON. *NOW.*

MY SPIDER-SENSE SAYS SOMETHING'S *REALLY WRONG* HERE.

YA THINK?

THAT GUY WENT FROM *OLD MACDONALD* TO SOUNDING LIKE--

I KNOW.

AND I'M STARTING TO GET A BAD FEELING *WHY.*

SAME. YOU WOULDN'T HAPPEN TO KNOW HOW MANY *SPIDERS* THERE ARE IN MANHATTAN, WOULD YOU?

I LOOKED IT UP ONCE. IT'S IN THE *MILLIONS.*

AND, *UH,* HOW MANY *PEOPLE?*

IMBECILE!
CRETIN!
INGRATE!
DOLT!
PEON!
FOOL!
TONY'S PIZZA
ABOUT THE SAME.
ONE WAY
OHHH BOY.
BUFFOON!
DOLT!
LOLLYGAGGER!
DOLT!
DOLT!
DOLT!
NUISANCE!

WE CAN FEEL IT.

THIS IS OUR MOMENT. OUR DESTINY!

THE DAY WE SHARE THE BOUNDLESS INTELLECT OF OTTO OCTAVIUS WITH THE MASSES!

AND IT IS ALL THANKS TO MY NEUROLITIC SCANNER...

...AND THE MIND OF MY LATEST AND YOUNGEST HOST, BAILEY BRIGGS...

OSCORP PLAZA.
Peter Parker's Lab.

...AND HIS ABILITY TO TALK--TO SPIDERS!

"GO FORTH, MY EIGHT-LEGGED LEGION!

"SCURRY UNDER EVERY DOOR!

"CRAWL THROUGH EVERY CRACK!

"DESCEND FROM ON HIGH!

"WELCOME OUR NEW BROTHERS AND SISTERS...

"...INTO OUR COLONY.

"REACH DEEP INSIDE...

"...AND BESTOW UPON THEM...

"...OUR GREATEST GIFT!"

GYAH! AKK-- AKK--

FOR TODAY, WE ARE ONE! TODAY, ALL OF NEW YORK SHALL BE--

--SUPERIOR!

WATCH WHERE YOU'RE GOING, YOU--
--SIMPLETON!
IMBECILE!
DOLT!
THIS *CAN'T* BE HAPPENING!
BUT IT *IS!* ANNA, THIS *WHOLE BLOCK*--IT'S ALL *OCKED UP!*
THEY'RE *ALL* ACTING LIKE *OTTO OCTAVIUS!*
"ACTING"?
MY GOOD MAN, WE *ARE* OTTO OCTAVIUS!
THE ONLY QUESTION HERE IS...
...WHY AREN'T *YOU?*
THIS DOESN'T MAKE *ANY* SENSE.
I KNOW! OTTO WOULD *NEVER* DO THIS.
HE'D NEVER PUT HIS BRAIN PATTERNS INTO ANY OL' *REGULAR JOE.*
LIKE YOU-- *YOU'RE* OTTO OCTAVIUS?
OF *COURSE* I AM. FOR *SOCIETY* TO FUNCTION, WASTE *MUST* BE DISPOSED.
AND WHILE I AM CURRENTLY DEVISING A FAR *SUPERIOR* METHOD FOR DOING SO, IN THE MEANTIME...
...FOR THE SAKE OF *THE COLONY,* ALL MUST PROCEED AS PLANNED!
YOU SHOULD KNOW THIS!
WHY DON'T YOU? *EXPLAIN!*
EXPLAIN!
SPIDEY? WHAT DO WE *DO?*
JUST KEEP YOUR HEAD DOWN, KEEP WALKING, AND WHATEVER HAPPENS...
YOU ARE *NOT* PART OF THE COLONY. *EXPLAIN!*
...KEEP YOUR MASK *ON!*
AND DON'T LET THOSE GET *INSIDE* YOU!
AHH! MORE SPIDERS!
COULD THIS *GET* ANY WORSE?
OHHH BOY.
ACCORDING TO MY SPIDER-SENSE...
...IT'S *ABOUT TO!*

WEEOOO

WEEOOO

AAAND RIGHT ON CUE, HERE COMES NEW YORK CITY'S FINEST--

FREEZE, YOU WALL-CRAWLING *BUFFOON!*

YOU HEARD US! THE DIE IS *CAST!*

I THINK SO! *C'MON!*

WHA--?! WHERE ARE WE GOING?

SCRATCH THAT. NEW *OCK* CITY'S FINEST!

SO IT'S NOT JUST THIS *BLOCK?* IT'S THE *WHOLE* CITY?

FOR *NOW?* *AWAY* FROM THE *GUNS!*

AHH!

GOOD PLAN! I *LIKE* THIS PLAN!

BLAM!

BANG!

KPOW!

BRATT!

PEW!

THIS IS *INSANE!* C'MON, PETER! *THINK!* WHAT ARE OUR *OPTIONS?*

I DON'T KNOW. THIS IS LIKE *SPIDER-ISLAND* ALL OVER AGAIN!

WHAT?

YOU WEREN'T HERE FOR THAT ONE.

EVERYONE IN MANHATTAN GOT BITTEN BY BUGS AND TURNED INTO SPIDER-MONSTERS.

HOW IS THIS EVEN *REMOTELY* THE *SAME?!*

PEOPLE GOT BIT BY BUGS AND TURNED INTO THINGS.

SURE! FINE! WHATEVER!

SO, HOW DID YOU FIX *THAT?*

"WELL, MJ AND I SWUNG TO THE TOP OF THE *EMPIRE STATE BUILDING...*

"...WHERE I USED THE ANTENNAE...

"...AND DOC OCK'S *MIND HELMET...*

"...TO SEND OUT A SIGNAL, WHICH--"

"STOP. I GET THE GIST OF IT."

SO WHAT WE NEED *NOW* IS...?

DOC OCK'S MIND HELMET!

AND I KNOW *JUST* WHERE TO FIND IT!

OSCORP PLAZA.
Peter Parker's Lab.

IT'S TIME WE WERE LEAVING.

EVEN WITH OSCORP'S ENHANCED COMMUNICATION ARRAY...

...THERE IS ONLY SO MUCH WE CAN ACCOMPLISH HERE.

WE MUST MOVE ON TO THE *NEXT* PHASE OF MY PLAN.

BESIDES, IF I KNOW OUR *ADVERSARY*, HE SHOULD BE ON HIS WAY OVER HERE--*NOW*.

LET THAT MEDDLESOME DOLT COME.

WITH OUR COMBINED INTELLECT AND SKILLS, HE WILL BE NO MATCH FOR US!

I HAVE ALREADY PROCURED THE MEANS TO PUT PETER PARKER IN HIS PROPER PLACE!

BAH! DEALING WITH THAT WEB-HEADED FOOL IS A SECONDARY CONCERN.

A TRIFLING!

NO, WHAT I--WHAT *WE*--REQUIRE NOW, ONLY *ONE* MAN CAN DELIVER!

THE U.S. ATOMIC RESEARCH CENTER.
Doctor Octopus' Original Lair.
UNBELIEVABLE! IT'S LIKE WE *NEVER* LEFT!
US
ATOMIC RESEARCH CENT
SILENCE, WOMAN. I AM TRYING TO WORK!
I CAN'T BELIEVE I LET YOU TRAP ME IN THIS CAGE-- *AGAIN!*
OR THAT I BLAMED *SPIDER-MAN* FOR TURNING ME INTO *SUPERNOVA*, WHEN ALL THAT TIME, IT WAS *YOU*--
--WITH YOUR BRAIN IN HIS BODY! HOW DID YOU PULL *THAT* OFF?! *TELL ME!*
FINE! IF YOU *MUST* KNOW... I WAS *DYING*, MY BODY WAS *FAILING*...
...BUT DURING ONE OF OUR PREVIOUS RUN-INS, SPIDER-MAN GOT THE BETTER OF ME...
...BY DONNING *MY* MIND HELMET.
THAT PROVIDED ME WITH A *MAP* OF *HIS* BRAIN PATTERNS...
...WHICH I USED TO UPLOAD *MY* MIND INTO HIS *BEFORE* I DIED.
OBVIOUSLY *CLONED* BODIES WERE INVOLVED AT ONE POINT, AND THEN--
YOU CAN STOP. I GET IT NOW. I'M NOT STUPID.
IT'S NOT LIKE YOU HAVE TO DRAW ME A CHART OR ANYTHING.
WAIT. IF YOU *DIED*, HOW ARE *BOTH* OF YOU *BACK?*
WOULDN'T THAT MEAN YOUR ORIGINAL BODY'S *DEAD?*

I KNOW WHAT YOU'RE DOING, OTTO. I'M A FUSION EXPERT. I UNDERSTAND THE SCIENCE.

YOU'RE TRYING TO PULL ME APART-- TO CONVERT ME INTO A PURE, SELF-SUSTAINING ENERGY SOURCE.

EVEN IF IT KILLS ME IN THE PROCESS.

ESTRELLA, YOU HAVE BECOME THE ***LIVING*** EMBODIMENT OF MY ***DREAM.***

UNLOCKING YOUR ***FULL*** POTENTIAL...

...WILL PROVIDE THE ***WORLD*** WITH UNLIMITED POWER. ***YOUR*** SACRIFICE WILL HELP CREATE A ***UTOPIA.***

I DIDN'T SIGN UP FOR THAT.

SELFISH GIRL.

WELL, FORTUNATELY, YOUR ***FATE*** IS IN MY FAR MORE GENEROUS HANDS!

NOT SO FAST, DOCTOR.

WE HAVE NEED OF YOU-- ***AND*** HER!

WHAT IS THIS?! WHO ARE YOU?

HOW DID YOU GET PAST ***MY*** SECURITY?! MY ALARMS! ALL MY ***TRAPS!***

IT HELPS THAT WE REMEMBERED SETTING THEM.

REALLY, OTTO? OUR MOTHER'S BIRTHDAY?

HOW SENTIMENTAL OF US.

IT WILL BE OUR UNDOING.

BUT COME, WE HAVE *NEED* OF YOU.

AND YOUR *LIVING REACTOR.*

I KNOW *YOU!* YOU'RE THOSE LOW-LEVEL MISCREANTS FROM THAT VILLAIN'S BAR!

STAY AWAY FROM ME! *AND HER!* THAT WOMAN REPRESENTS MY *LIFE'S WORK!*

TAKE *ONE STEP* NEAR HER AND *DIE!*

DOC LAST SAW THEM IN **ASM #31**. --ELLIE

OTTO, WE *ARE* YOU. WE ARE OF *ONE* MIND.

BUT YOU ARE THE ORIGINAL! AN UNPARALLELED GENIUS. AND WE LIVE TO SERVE!

THAT'S *YOUR* VOICE!

WHY ARE YOU TALKING LIKE THAT?! HOW DARE YOU MOCK ME!

COME. THERE IS SOMETHING YOU MUST SEE.

VERY WELL. BUT IF THIS IS A *TRICK,* YOU *WON'T* LIVE TO REGRET IT!

THEN AGAIN... THERE'S NOT A *ONE* OF YOU WHO COULD EVEN *DREAM* OF OUTWITTING ME!

WHAT--? WHAT IS GOING ON HERE?

EXPLAIN!

WE ARE *ONE* MIND. *ONE* COLONY.

WE THINK AND FEEL AS *YOU* DO.

WE ARE *ALL* OTTO OCTAVIUS.

AND WE *THANK* YOU FOR ELEVATING US.

FOR SHARING YOUR *SUPERIOR* INTELLECT!

EXACTLY! THE MELTER? THE RINGER? PILEDRIVER? *DUNCES!*

DO YOU *HONESTLY* BELIEVE ANY OF THEM COULD ORCHESTRATE... *THIS?!*

ALL OF THEM. WITH *MY* VOICE. *MY* BEARING. AS FAR AS THE EYE CAN SEE.

OTTO!

OTTO!

OTTO!

OTTO!

IT'S--IT'S GLORIOUS.

THANK YOU.

THE EAST RIVER.

I THOUGHT WE WERE GOING TO OSCORP.

WE'RE NOT. BECAUSE *YOU* ARE NOT GOING INTO BATTLE WITH ME. I'M GETTING YOU SOMEWHERE SAFE FIRST.

WHERE? THE WHOLE CITY'S BEEN TAKEN OVER. *EVERYONE'S* COMPROMISED.

NOT *THESE* GUYS. THEY WERE SOMEWHERE *VERY* OUT OF THE WAY.

DID YOU ALL GET MY SIGNAL? COPY.

YES, BOSS. WE'RE COMING UP ON YOUR LOCATION.

WHO ARE YOU ON THE PHONE WITH? DID YOU CALL ME A DRYVE?

YEAH. SOMETHING LIKE THAT.

ARACHNAUT UNIT FIVE REPORTING FOR DUTY, *SIR!*

I THOUGHT I SAID YOU WERE ALL *RELIEVED* AND COULD LEAVE THE BASE?

EVERYONE IS STILL AT THEIR POSTS, BOSS!

WE ASSUMED IT WAS A TEST.

IT WAS. AND YOU PASSED! WELL DONE...*um*...YOU *DOLT.*

GOOD HUSTLE. AND I COMMEND YOU ALL FOR WEARING YOUR FACE COVERINGS--AS ORDERED.

OF COURSE, SIR!

Um...WHY ARE YOU WITH AN A.I.M. AGENT? ARE WE JOINING FORCES?

YES! WHICH BRINGS US TO YOUR ***NEXT*** MISSION.

THIS IS A.I.M.'S NEW ***SCIENTIST SUPREME.***

I NEED YOU TO TAKE HER TO OUR BASE, SEAL IT TIGHT, AND GUARD HER WITH YOUR LIVES! IS THAT ***CLEAR?***

BUT, SIR, WHERE WILL YOU--?

SILENCE! WHO ARE ***YOU*** TO QUESTION THE ***SUPERIOR SPIDER-MAN?!***

BUT--

OR THE ***SCIENTIST SUPREME?!***

YES, MA'AM!

NICELY DONE.

THANKS.

SIR, YOU ALSO REQUESTED A CHANGE OF CLOTHES.

WE BROUGHT A NUMBER OF OPTIONS...

THAT ONE!

BUT, SIR--

YOU HEARD THE LADY. DON'T QUESTION ME. I ***KNOW*** WHAT I NEED!

OH, YEAH.

THAT'S MORE LIKE IT.

THWP

WITH THE ***ENTIRE CITY*** AGAINST ME, I CAN'T AFFORD TO BE SUBTLE.

THERE'S ***NO*** TIME TO SNEAK AROUND THROUGH ANY VENTS...

OSCORP

...I'LL JUST DO A SMASH-AND-GRAB...

...FIND DOC'S MIND HELMET DOOHICKEY...

...AND GET OUT BEFORE ANYONE EVEN KNOWS I WAS--

HUH?

WAIT. YOU ARE ***NOT*** THE USUAL SPIDERS FROM MY LAB. I KNOW ***THEIR*** BREED.

THOSE WERE THE LAST SURVIVING SPIDERS FROM ***SPIDERS-MAN.***

THEY WERE ***INTELLIGENT*** AND ***PSYCHICALLY*** LINKED.

YOU'RE JUST ***ORDINARY*** SPIDERS. HOW ARE YOU DOING THIS?

WHAT? WHO'S THERE?

A FEW *FAMILIAR* FACES...

ROBBIE ROBERTSON...

...WHO ALWAYS HAVE *YOUR* BEST INTEREST AT HEART, *SON.*

FRIENDS WHO ARE HERE TO TELL YOU...

...TO STOP ACTING LIKE A DAG-BLAMED *MENACE.*

AND IF YOU WON'T LISTEN TO THOSE BOTHERSOME *DOLTS,* PETER...

...AUNT MAY...?

...J. JONAH JAMESON...

...PERHAPS YOU WILL LISTEN TO *FAMILY.*

LIKE THIS DEAR, SWEET LADY.

DOC OCK'S BRAIN IN AUNT MAY'S BODY.

I'M GONNA NEED *SO MUCH* THERAPY WHEN THIS IS OVER.

ON SECOND THOUGHT...

...WE ARE *NOT* DOING THIS.

CAME HERE FOR A MIND HELMET. IT AIN'T HERE, SO...

...I'M OUT!

YOU ALL MAY WALK AND TALK LIKE *OCK*, BUT YOU'VE GOT THE *BODIES* OF 60- AND 70-YEAR-OLDS...

...SO GOOD LUCK TRYING TO STOP ME FROM--

UrKk--

FWEPP

KRAKOOM

OW. OKAY. I STAND CORRECTED.

THIS'S WHAT I GET FOR BEING AGEIST.

YOU POOR SIMPLETON. HOW COULD YOU FORGET...

...THAT MY *ORIGINAL* ARMS CURRENTLY RESIDE WITH JAMESON?

AND WHILE YOU MAY ENJOY SAVAGELY TRADING BLOWS WITH *DOCTOR OCTOPUS*...

...WOULD YOU DARE LAY A HAND ON THIS DODDERING OLD FOOL?

COME, PETER, YOU'RE ONE OF THE LAST STANDING IN NEW YORK.

REMOVE YOUR MASK. JOIN US. BE PART OF OUR *FAMILY.*

WE'LL MAKE YOU SOME WHEAT-CAKES.

EW! I HATE *EVERYTHING* ABOUT THIS!

BUT I *GOTTA* FIGHT! NO MATTER WHAT!

BECAUSE RIGHT *NOW*, I MIGHT BE THE *ONLY* PERSON IN THIS TOWN...

"...WHO *ISN'T* OTTO OCTAVIUS!"

GENTLEMEN, I MUST COMMEND YOU FOR TAKING MANHATTAN.

THAT IS *QUITE* THE ACHIEVEMENT!

IT'S NOTHING WE COULD HAVE ACCOMPLISHED WITHOUT *YOUR* UNPARALLELED GENIUS.

YOU'RE TOO KIND.

NO. YOU.

STOP.

NOW, FOR THE *NEXT* STAGE OF OUR PLAN, WE REQUIRE...

...THE *ULTIMATE* POWER SOURCE. WHICH I CAN SO GENEROUSLY SUPPLY.

I'M NOT A "POWER SOURCE," YOU *MONSTERS!* I'M A *PERSON,* DAMN IT!

Hmmm. YES. THE ENERGY OUTPUT OF THIS *SUPERNOVA* SHALL *MORE* THAN SUFFICE.

COME. IT IS TIME TO *AMPLIFY* THE SIGNAL...

...AND *EXTEND* OUR PSYCHIC FIELD UNTIL IT ENCOMPASSES...

...*THE ENTIRE PLANET!*

AND SO BEGINS A NEW *WORLD*--OF *ONE* MIND!

MY MIND!

WELCOME, ONE AND ALL, TO THE DAWN OF A NEW *AGE*...

...THE OTTO OCTAVIUS EMPIRE!

BALEO!
AFTER
ROMITA!
Delgado

OSCORP PLAZA.
Peter Parker's Lab.

THIS IS YOUR LAST CHANCE, PARKER! STAND DOWN.

JOIN US, MY DEAR BOY, BECOME ONE WITH YOUR FAMILY.

EXCEPT YOU'RE NOT MY FAMILY.

YOU'RE AUNT OTTO, J. JONAH JOCTOPUS, AND ROBBIE ROBTAVIUS!

I'M STILL WORKSHOPPING THAT LAST ONE.

DON'T MAKE US FIGHT YOU, PETER!

FIGHT YOU? YEAH. SORRY, OCK, BUT THAT AIN'T HAPPENING.

SO BE IT!

FOR WHILE YOU MAY HAVE QUALMS ABOUT STRIKING MY HOST BODIES...

FLANG

GNHH!

THWOK

...I ASSURE YOU, THOSE CONCERNS ARE NOT RECIPROCATED!

FINE. WHAT NOW? YOU'RE GONNA TRY STICKING YOUR BRAIN WAVES IN MY HEAD AGAIN?

THAT DIDN'T GO SO WELL FOR YOU LAST TIME.

TRUE. BUT WHAT DO WE NEED OF YOU, WHEN ALL OF NEW YORK IS OURS?

ALL SAVE ONE. YOUR LITTLE FRIEND. WHERE IS SHE, PETER?

THAT WAS ANNA MARIA MARCONI, WASN'T IT?

WHERE HAVE YOU HIDDEN HER, PARKER?

TELL US!

SOMEWHERE YOU'LL NEVER FIND HER, OTTO.

THE MASTER PLANNER BASE.
Along the bottom of the East River.
IS THIS *REALLY* HOW YOU SPEND YOUR TIME...
...THE *MOMENT* YOU THINK SPIDER-MAN'S *NOT* WATCHING YOU?
I THOUGHT YOU *SPIDER-MINIONS* WERE *SUPPOSED* TO BE THE BEST OF THE BEST! AND ON *HIGH ALERT!*
FOR WHAT? MS. MARCONI, WE'RE IN AN *UNDERWATER* BASE.
NOBODY'S GETTING *IN* OR *OUT* WITHOUT US NOTICING.
BUT C'MON. LOOK AT YOU. WATCHING THE GAME. DOING CROSSWORDS. EATING...
...SANDWICHES? THAT BREAD. THE LETTUCE. THEY'RE BOTH *FRESH.*
IS YOUR FOOD *SHIPPED* DOWN HERE? REGULARLY?
YEAH. WE GET DELIVERIES. SO WHAT?
ALL THE TIME?
FROM THE *OUTSIDE?*
OH NO.
WHAT THE--?!
WE'RE *NOT* SECURE!
MASK UP! NOW!

AHHH!

SPIDERS!

IS THE BOSS DOING THIS?!

BUT I SERVED HIM WELL! I-- urkk--

Gakk!

IDIOTS! SPIDER-MAN LEFT ME IN THE CARE OF COMPLETE IDIOTS!

THERE YOU ARE. WE'VE BEEN LOOKING FOR YOU.

OH BOY.

PETER'S LAB.

MY SPIDERS! THIS IS HAPPENING BECAUSE OF THE LAST TIME YOU TRIED TO MINDSWAP ME!

YOU MISSED! AND PUT A COPY OF YOUR BRAIN PATTERNS INTO THE SPIDERS I KEPT HERE!

WELL DONE, PETER.

BUT THOSE WERE SPECIAL, PSYCHICALLY LINKED SPIDERS.

AND THERE WERE ONLY A FEW OF THEM. HOW DID YOU TAKE OVER THE ENTIRE CITY?

A HAPPY ACCIDENT. THEY ONLY HAD TO INHABIT ONE HOST: A BOY WITH A PSYCHIC CONNECTION TO ALL SPIDERS.

ADD THE MIND HELMET, A STRONG ENOUGH POWER SOURCE...

...AND A LARGE ENOUGH ANTENNA, LIKE THE EMPIRE STATE BUILDING'S...

...AND YOU COULD TAKE OVER THE WORLD. THANKS FOR THE MONOLOGUE, OCK.

GOT EVERYTHING I NEED. YOU CAN LET GO NOW.

IMPOSSIBLE! WHY ARE MY ARMS OBEYING YOUR COMMANDS?!

THAT'S BECAUSE ME AND THESE GUYS, WE GOT A SPECIAL BOND.

ISN'T THAT RIGHT, BOY?

IT WAS A *RUSE!*

WHAT?! YOU COULD HAVE ESCAPED WHENEVER YOU WANTED?

BUT *HOW?!* *EXPLAIN!*

YOU SHOULD ALREADY *KNOW* THAT, OTTO. OTTOS? OTTI?

YOU'RE SLIPPING UP. THIS IS WHAT YOU GET FROM SPREADING YOURSELF TOO THIN.

ME AND YOUR O.G. ARMS HAVE BEEN BUDS FOR SOME TIME NOW.

HIGH FIVE!

SLAP

THWIP

SINCE ASM #900. --ELLIE

KEEP AN EYE ON THESE THREE TILL I GET BACK, OKAY?

THIS ISN'T OVER!

THE REST OF THE COLONY KNOWS WHAT WE KNOW!

THEY'RE *WAITING* FOR YOU!

GREAT. TELL 'EM I'M ON MY WAY.

AND DO ME A FAVOR. GET OUT OF MY AUNT.

THE EMPIRE STATE BUILDING.

YOU DON'T WANT TO DO THIS, OCTAVIUS!

SENDING *BILLIONS* OF COPIES OF YOUR BRAIN PATTERNS AROUND THE WORLD...

...THAT COULD USE UP *ALL* OF MY POWER--*AND KILL ME!*

AS IF YOU DIDN'T KNOW. --ELLIE

CORRECT, MS. LOPEZ. I HAVE DONE THE CALCULATIONS AS WELL, AND THAT IS THE MOST LIKELY OUTCOME.

BUT THE ATOMIC ENERGY INSIDE ME, THAT *FISSION REACTION*...

...IT'S THE CULMINATION OF YOUR *LIFE'S WORK!* HOW CAN YOU RISK *LOSING* THAT?!

HA! WE'RE FAIRLY CERTAIN THAT WHEN WE PUT OUR SOON-TO-BE *EIGHT BILLION* MINDS TOGETHER...

...WE WILL FIND THAT SOLUTION AGAIN. PRESENTLY, WE HAVE MORE *PRESSING* MATTERS.

THE WEB-SLINGER. HERE HE COMES *NOW.*

A WHOLE MESS OF DOC OCK-POSSESSED SUPER VILLAINS.

YOU'RE REALLY NOT GONNA GO EASY ON ME, ARE YOU?

POOR PARKER. AT A TIME LIKE THIS, YOU PROBABLY WISH...

...YOU HAD A FAITHFUL KID SIDEKICK FIGHTING BESIDE YOU.

KID, I *KNEW* YOU WERE GONNA BE HERE. I WAS *BRACED* FOR IT.

BUT HEARING OTTO'S VOICE COMING OUT OF THE "*SUPERIOR SPIDER-BRAT*"?

I'M DYING OVER HERE. I CAN'T TAKE THIS.

WHAM!

ME NEITHER! C'MON, 8-BALL! IT'S TIME!

LOOTER? 8-BALL? YOU'RE *HELPING? WHY?*

FULL FACE MASKS! THEY KEPT THE SPIDERS OUT!

OKAY. I GET THE *HOW.* BUT *WHY?* YOU'RE *BAD GUYS.*

WHAT? YOU THINK I WANT A WORLD WHERE EVERYBODY'S DOC OCK?

I JUST GOT *ENGAGED.* THERE'S NO WAY I'M MARRYING SOMEBODY WITH OCTAVIUS' *BRAIN!*

AW! THAT'S *GREAT* NEWS, NORTON. CONGRATS!

POW

AND ME? I'M ACTUALLY KIND OF A *GOOD GUY* NOW.

JUST ASK MOON KNIGHT. I'VE BEEN HELPING HIM OUT HERE AND THERE.

EGADS!

8-BALL! GOOD GUYS DO *NOT* FIRE PEOPLE OFF THE EMPIRE STATE BUILDING!

IT WAS ONE OF *THE WRECKING CREW.* HE'LL SURVIVE THAT.

GOOD POINT. BUT DON'T THROW MELTER OR RINGER OVER, OKAY?

WE GOT THESE GOONS, SPIDEY. HURRY UP AND SAVE THE DAY ALREADY!

THANKS, GUYS! I'M ON IT!

I'M BETTING IF I GET *OCTO-BOY* OUT OF THIS CONTRAPTION, THAT'S THE *WHOLE* GAME RIGHT THERE.

BELITTLE ME AT YOUR OWN *PERIL,* WALL-CRAWLER!

THIS FRAME MAY BE SLIGHT...

...BUT WITH MY *INTELLECT* GUIDING IT...

...IT SHALL BE THE INSTRUMENT OF YOUR *DEMISE!*

I REALLY DIDN'T THINK THIS THROUGH.

I'LL HAVE TO PULL MY PUNCHES, WON'T I?

WHAT DO YOU THINK YOU'RE DOING, *CHILD?!*

STRAP YOURSELF BACK INTO MY NEUROLITIC SCANNER AT *ONCE!*

DON'T LECTURE ME, *OLD MAN!* FOR I *TOO* AM *OTTO OCTAVIUS!*

WHATEVER YOU ARE, IT'S *WAY* PAST YOUR BEDDY-BYE...

...AND YOU NEED A *TIME-OUT.*

ENOUGH! YOU HAVE UNDERESTIMATED ME FOR THE *LAST* TIME!

CHOMP

YES. THAT WAS ONE OF SPIDER-BOY'S *POISONOUS* VENOM BITES!

YOU SHOULD BE UNCONSCIOUS IN A MATTER OF *SECONDS.*

Unhh...

THAT'S GAME, SET, AND *MATCH!*

FIRE UP THE MACHINE, *OCTAVIUS!*

WITH SPIDER-MAN OUT OF THE PICTURE, *NOTHING* CAN STOP US NOW! IN FACT...

...I'VE BROUGHT SOMEONE *SPECIAL* HERE TO SHARE IN OUR *MOMENT OF TRIUMPH!*

OTTO, PLEASE DON'T GO THROUGH WITH THIS! I'M BEGGING YOU--

YOUR PLEAS ARE WASTED ON ME, ESTRELLA.

BUT I WONDER... "SOMEONE SPECIAL"?

WHO COULD THE CHILD POSSIBLY MEAN?

WHAT'S THIS?

KLANG

CLANG

ARACHNAUT NUMBER FIVE?!

WHAT IS THE MEANING OF THIS?

WHOEVER'S INSIDE THERE, *SHOW YOURSELF!*

WE ARE *PART* OF *YOUR* COLONY. AS YOU COMMAND...

...WE OBEY. YET THIS COLONY WOULD NOT BE *COMPLETE* WITHOUT YOUR *QUEEN.*

OTTO.

ANNA MARIA?! OF COURSE! THIS WAS *MEANT* TO BE!

MY *ULTIMATE* ENERGY SOURCE-- *REALIZED!*

AND IT IS BEING USED TO ELEVATE *ALL* OF HUMANITY TO *MY* LEVEL OF *GENIUS!*

MY *CROWNING* ACHIEVEMENT, AND I GET TO *SHARE* IT WITH *YOU!*

HOW *PERFECT!* SOON THOSE *PATHETIC DOLTS...*

..SHALL BE AS *BRILLIANT* AS *US!*

"PATHETIC DOLTS"?

"US"?!

NO. ANNA MARIA. NOT *YOU* TOO.

THERE! THAT PUTS A STOP TO ALL WHO DARE OPPOSE US!

WHAP

NOW TO TAKE MY RIGHTFUL PLACE ON THE THRONE OF OUR NEW WORLD...

...AND TO SHARE OUR THOUGHTS WITH EVERYONE!

NOT SO FAST, JUNIOR...

YOU'RE STILL STANDING? IMPOSSIBLE!

THE REAL DOC OCK WOULD KNOW...

...YOU CAN'T KEEP ME DOWN.

FOOL! I AM THE REAL DOCTOR OCTOPUS!

NAH. THE ORIGINAL STOPPED FALLING FOR THIS TRICK YEARS AGO.

THWAP

BLAST IT!

NOW, IF YOU'LL EXCUSE ME...

...I GOTTA *UNPLUG* THIS THINGAMAJIG... BEFORE I PASS OUT.

SPIDEY, *DON'T!* *ALL* MY POWER'S GOING THROUGH THERE!

THE *POWER* OF A *NEWBORN STAR!*

YEAH? BUT BY DOING *THIS*, I'LL SAVE THE *WORLD...*

...AND *MAYBE YOU!* AND I'LL--

GAHH!

ZRRAKK

BURN ALL THAT POISON OUTTA MY SYSTEM.

OW.

NOW I JUST HAVE TO REACH OUT TO *EVERY* MIND IN THE *CITY...*

...AND OVERWRITE ALL OF *OTTO'S* BRAIN PATTERNS WITH *MY OWN.*

NOT GREAT, BUT IT'S THE *ONLY* OPTION I'VE GO--

NOT SO FAST!

ALL OF MANHATTAN *CURSED* WITH *YOUR* PUERILE THOUGHTS?

I CAN'T EVEN *CONCEIVE* OF A *WORSE* FATE!

UNHH--

CLEARLY ONLY *MY* BRAIN PATTERNS ARE REQUIRED HERE!

SO, WHAT'S YOUR PLAY, DOC? TRYING TO *LOCK* THAT PATTERN IN FOR *GOOD?* IS THAT IT?!

NO, YOU DOLT! I AM DOING THE *EXACT OPPOSITE!*

HUH? *WHY?*

ISN'T IT *OBVIOUS?* OR DO I HAVE TO *DRAW YOU A CHART?!*

ARGH!!

OUR *MIND!* OUR BODIES ARE ON *FIRE!*

WHAT IS THE MEANING OF THIS?! *EXPLAIN!* EXP--X--

ECHH!

ACKK!

≠KAFF≠

HURRK!

URGHH!

BLUGHH!

YO! WHAT'S GOIN' ON? WHERE *AM* I? HOW'D I *GET HERE?*

GRAHH!

EVERY THOUGHT MUST BE *UNWRITTEN* AND *EXPUNGED!*

NOT *ONE* THOUGHT CAN *REMAIN!*

ALL MUST BE UNDONE-- *FOR HER SAKE!*

OTTO.

I KNEW *THAT* WOULD GET YOU TO DO IT!

BOSS? WHAT'S GOING ON? WHY ARE WE--?

ONE SEC. KID?

ARE YOU OKAY, BAILEY?

HAKK

YEAH! AND IT LOOKS LIKE THOSE SMART SPIDERS OF YOURS ARE ACTING LIKE *YOU* AGAIN--AND NOT DOC OCK.

ARE YOU OKAY, BAILEY?

I'M FINE, GUYS. THANKS FOR ASKING.

SEE YOU AROUND!

SPIDER-MAN? WHAT'RE ***YOU*** DOING HERE? WAIT. DO WE HAVE TO ***FIGHT*** NOW?

NOPE. IN FACT...EVERYONE HERE WHO JUST COUGHED UP SPIDERS...

...YOU ***ALL*** GET A FREE PASS. BUT ***JUST*** FOR TONIGHT.

REALLY? THANKS, MAN!

ANNA, I GOTTA ASK...

I WAS WATCHING, AND YOU DIDN'T SPIT OUT A ***SINGLE*** SPIDER, DID YOU?

NO. I DIDN'T.

WHOOSH

SUPERNOVA?! YOU'RE FREE?!

THANKS TO YOU!

WHEN YOU TORE OUT THOSE CABLES, YOU DAMAGED THIS CONTAINMENT POD! AND NOW I'M FREE...

...TO FINALLY HAVE MY REVENGE ON YOU, OCTAVIUS!

ON ME?! WHAT ON EARTH FOR?!

WHAT?! FOR TURNING ME INTO THIS! FOR TRAPPING ME BACK WHEN YOU WERE SPIDER-MAN!

STUFF AND NONSENSE, WOMAN!

HOW COULD ANYONE IMAGINE ME AS SPIDER-MAN?!

ESTRELLA, WAIT! TO SAVE THE CITY, OCK JUST WIPED OUT A CHUNK OF HIS BRAIN.

I DON'T THINK HE EVEN REMEMBERS YOU.

TAKE HIM OUT NOW. HE WON'T EVEN UNDERSTAND WHY. ESTRELLA, YOU'RE BETTER THAN THIS.

YOU'RE FREE NOW. FREE TO CHART YOUR OWN COURSE. TO BE WHATEVER YOU WANT.

WHATEVER I WANT...

WHAT AN ODD WOMAN.

SO WE'RE JUST LETTING HER *GO?*

WANNA TRY STOPPING HER, KID?

BUT WHAT ABOUT THOSE *OTHER* BAD GUYS?

NONE OF 'EM WERE UNDER THEIR *OWN* CONTROL. AND SOME OF 'EM EVEN HELPED OUT. I THINK WE'RE GOOD.

SO, YOU'RE A *GOOD* GUY NOW?

SORTA. IT'S NOT AS BAD AS IT SOUNDS.

I HAVEN'T AN *INKLING* OF WHAT HAS TRANSPIRED HERE! BUT KNOW *THIS*, WALL-CRAWLER...

...I STAND READY, ONCE MORE, TO SQUARE OFF AGAINST YOU IN A *FIGHT* TO THE--

OTTO, YOU DID *GOOD* TODAY. I'M WILLING TO TURN A BLIND EYE. THIS *ONCE.*

BECAUSE YOU SAVED *ALL* OF NEW YORK. AND, MORE IMPORTANTLY, YOU SAVED *ANNA MARIA.*

THANK YOU, OTTO.

MY DEAR LADY, YOU MUST EXCUSE ME. I HAVE ABSOLUTELY *NO* IDEA *WHO* YOU ARE.

THAT'S ALL RIGHT. WHAT MATTERS...IS I HAVE A PRETTY GOOD IDEA WHO *YOU* ARE NOW.

I...AM AT A DISADVANTAGE HERE. I WILL TAKE MY LEAVE.

BUT *NEXT* TIME WE MEET, WEB-SLINGER...

CATCH YOU LATER, DOC.

WHEN *I* WAS SPIDER-MAN?

PREPOSTEROUS.

HERE'S HOPING THIS MEANS HE'S *ALSO* FORGOTTEN MY SECRET IDENTITY.

WELL, DON'T *YOU* FORGET WHAT HE DID BACK THERE.

IT MEANS THE *POTENTIAL* FOR BEING A *GOOD* MAN IS *STILL* INSIDE HIM. SOMEWHERE.

HOLD ON...

...DID YOU LET THOSE SPIDER-MINIONS AND THEIR SPIDER-TANK GO *TOO?*

WE SHOULD GO AFTER 'EM! C'MON, WE COULD HAVE *HENCHMEN!* AND A SECRET *SPIDER-BASE!*

WE'VE GOT MORE *IMPORTANT* THINGS TO DO.

LIKE GOING BACK TO MY LAB AND UN-WEBBING AUNT MAY, ROBBIE, AND JONAH.

ALL RIGHT. SAY, CAN I KEEP THIS SUIT? IT CAN DO ALL KINDS OF COOL STUFF.

NOPE.

CAN I AT *LEAST* KEEP THE WEB-SHOOTERS?

DEFINITELY NOT.

AWW, MAN!

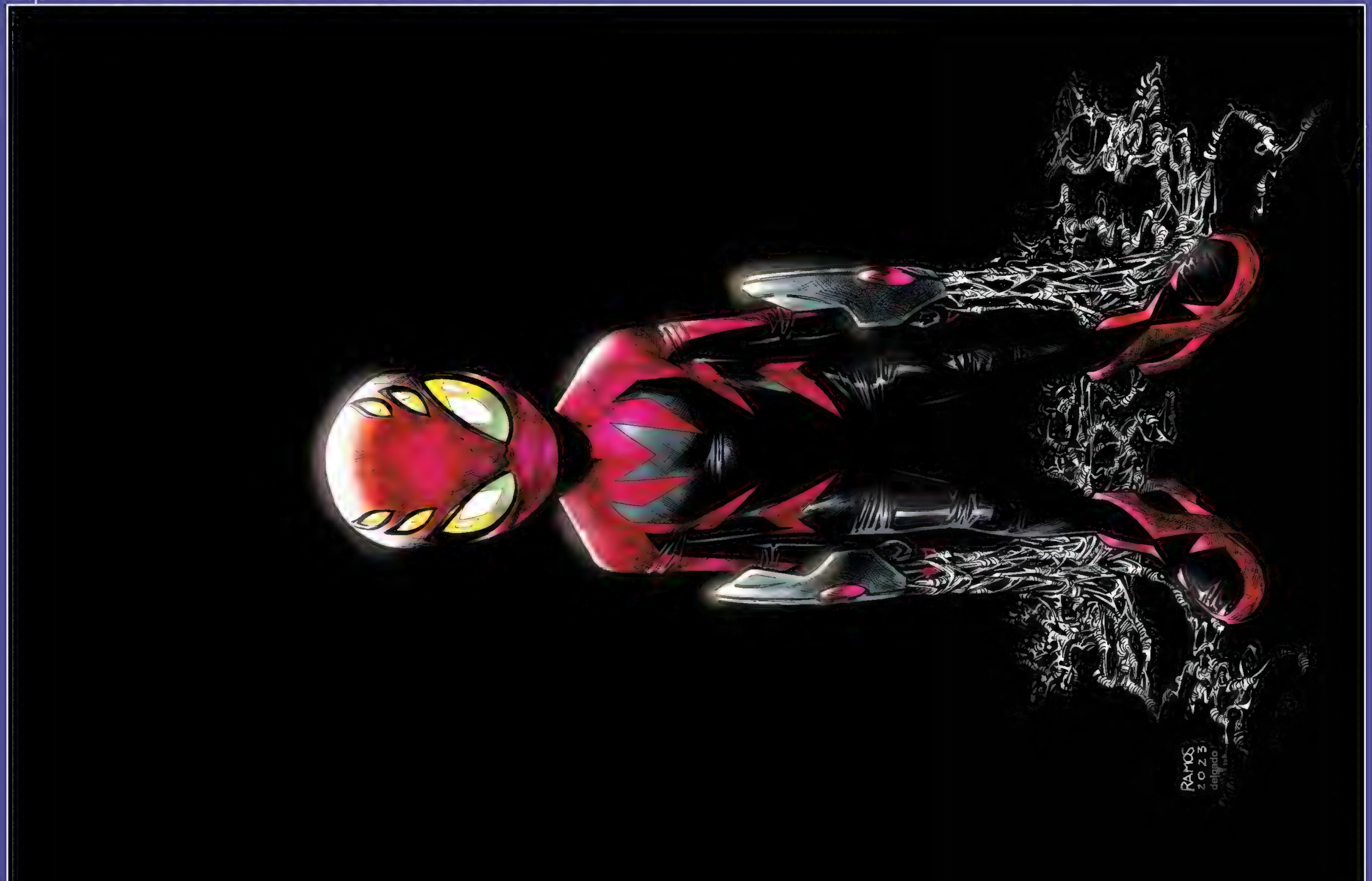
C'MON, "SUPERIOR SPIDER-BOY."

THE END.

RYAN BROWN
'24

SUPERIOR SPIDER-MAN #5 VARIANT BY LEINIL FRANCIS YU & EDGAR DELGADO

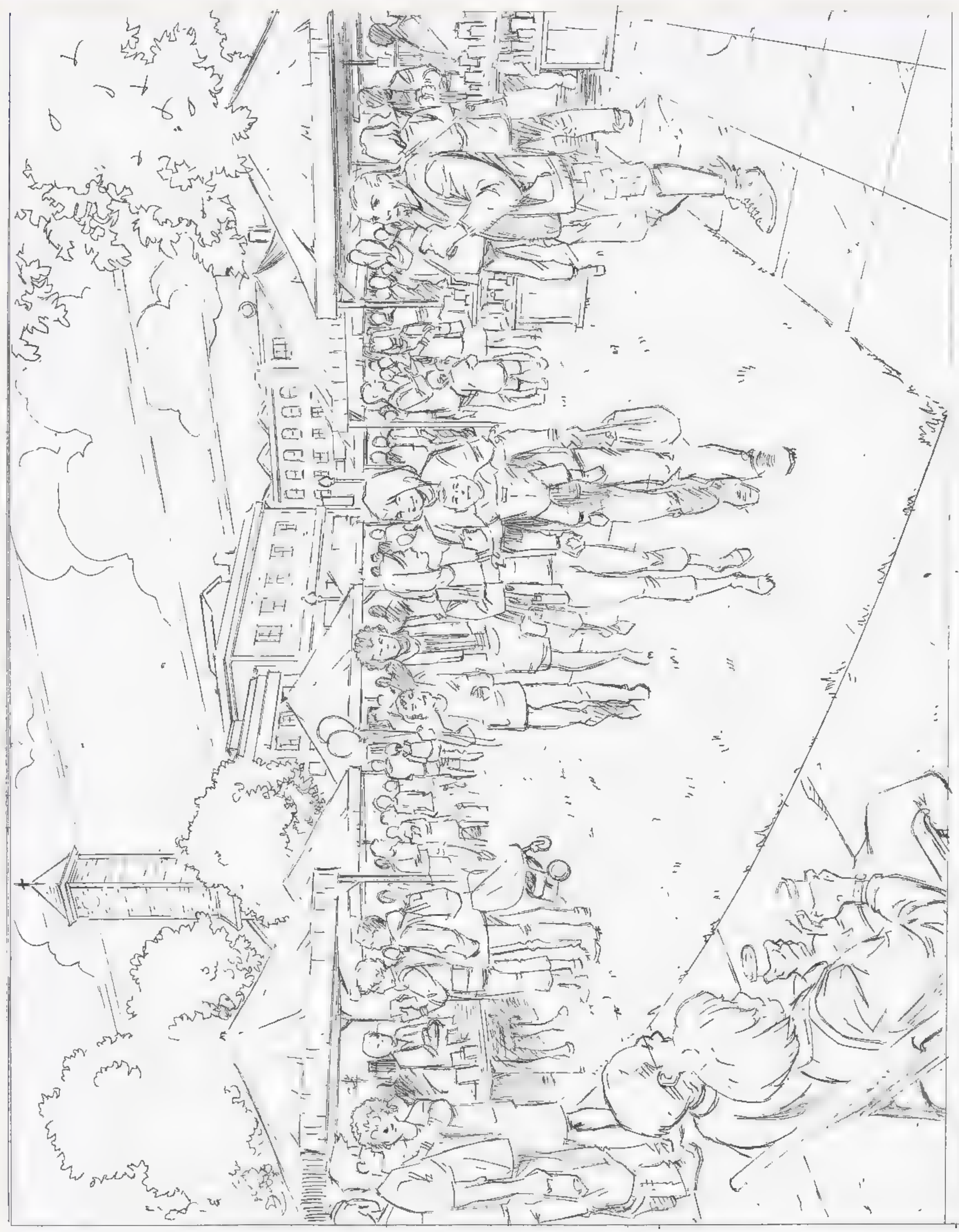
SUPERIOR SPIDER-MAN #7 VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO

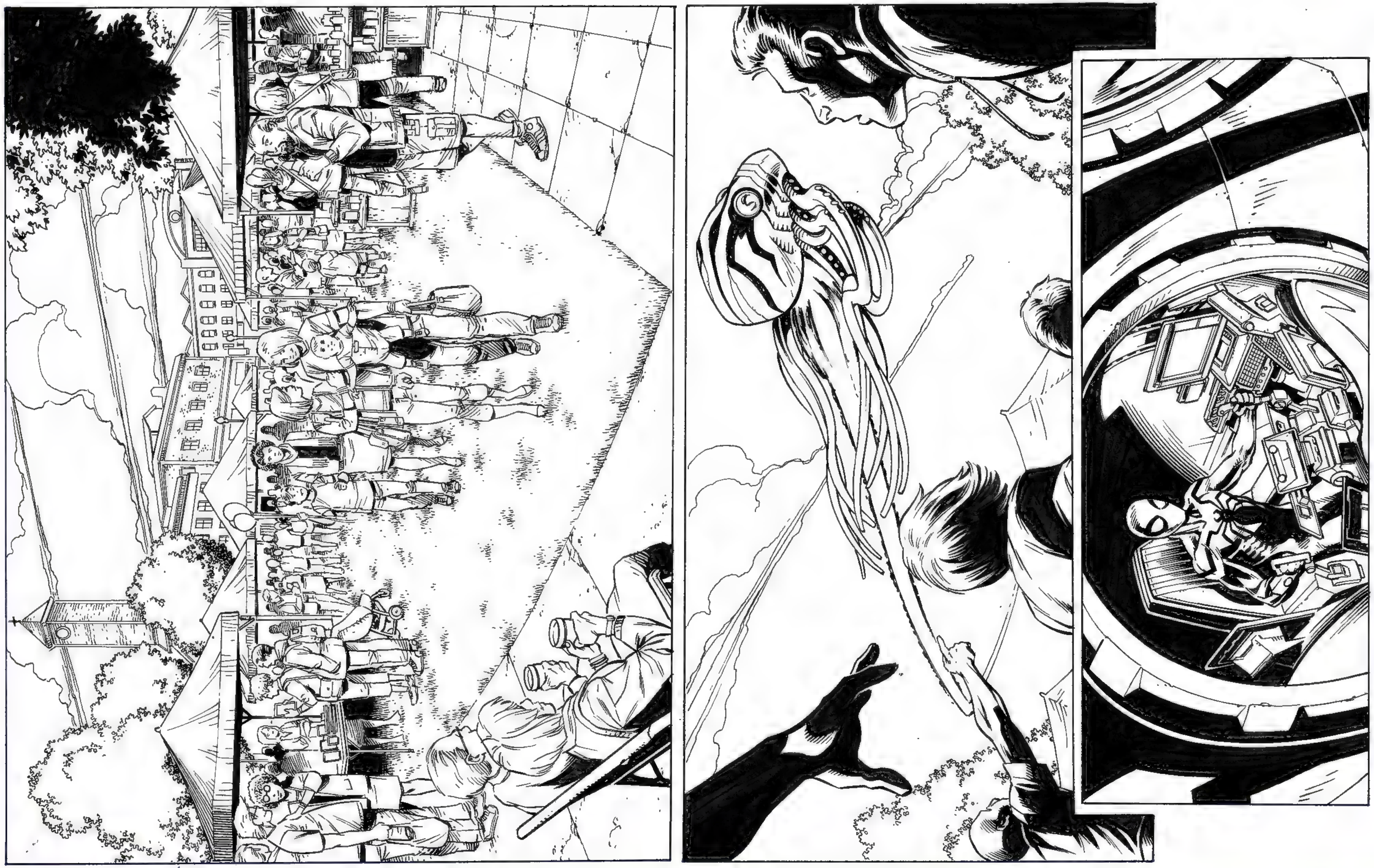


SUPERIOR SPIDER-MAN #8 VARIANT BY MIKE McKONE & EDGAR DELGADO

ST. JOHN
EMERGE

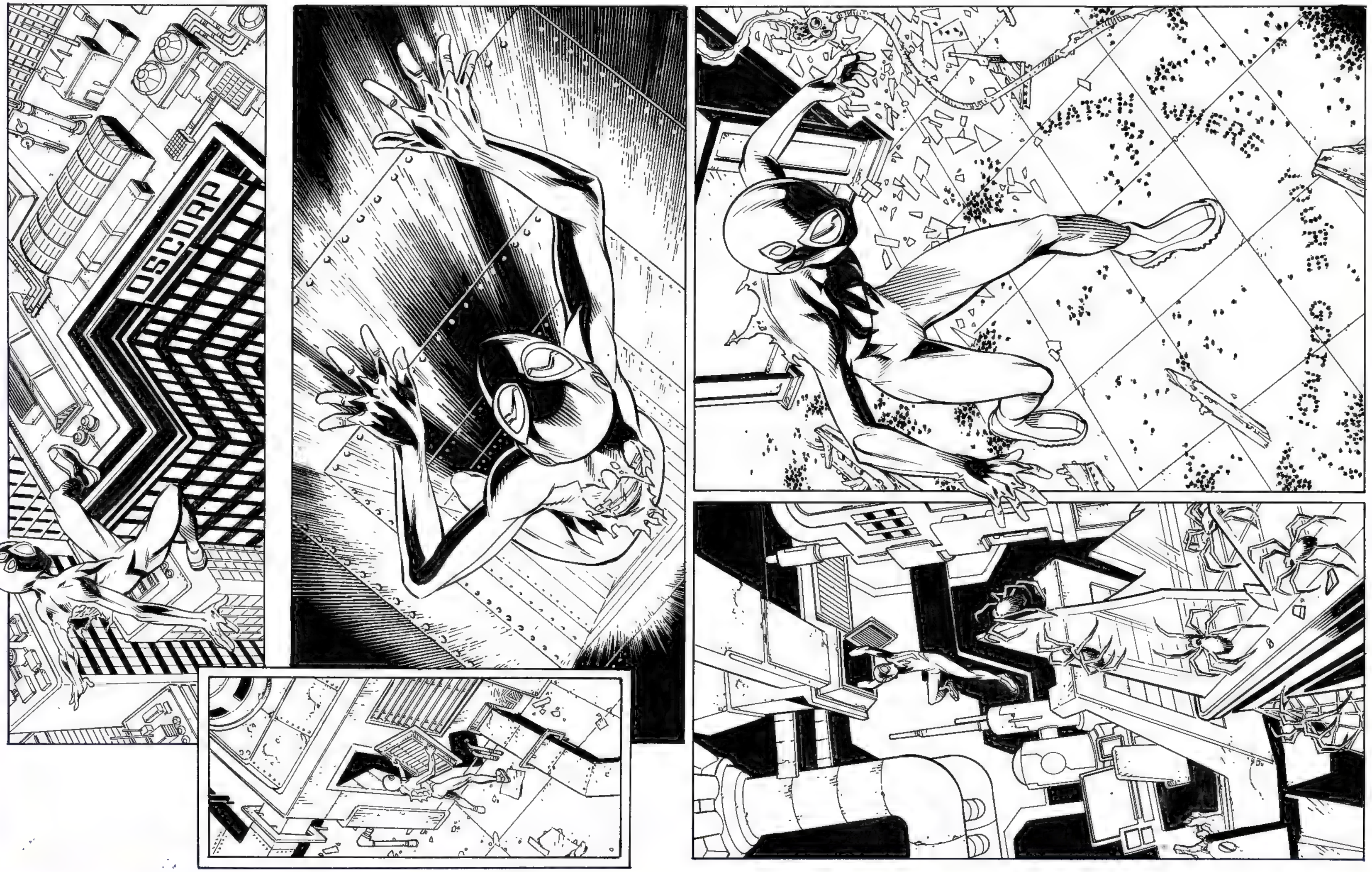
ST. JOHN
EMERGE





SUPERIOR SPIDER-MAN #5, PAGE 2 INKS BY JOHN DELL

OBSCURA
WATCH WHERE YOU'RE GOING



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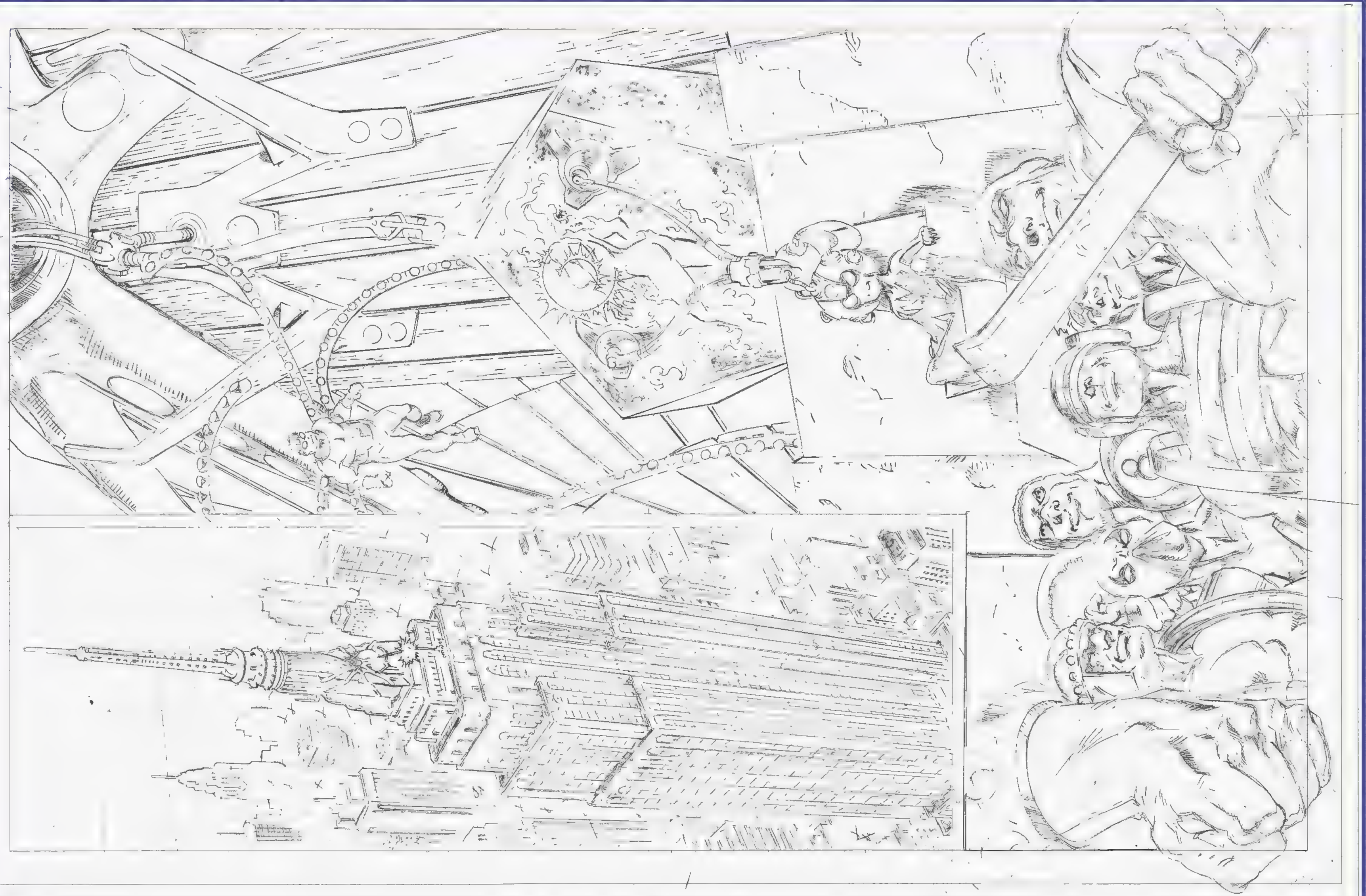

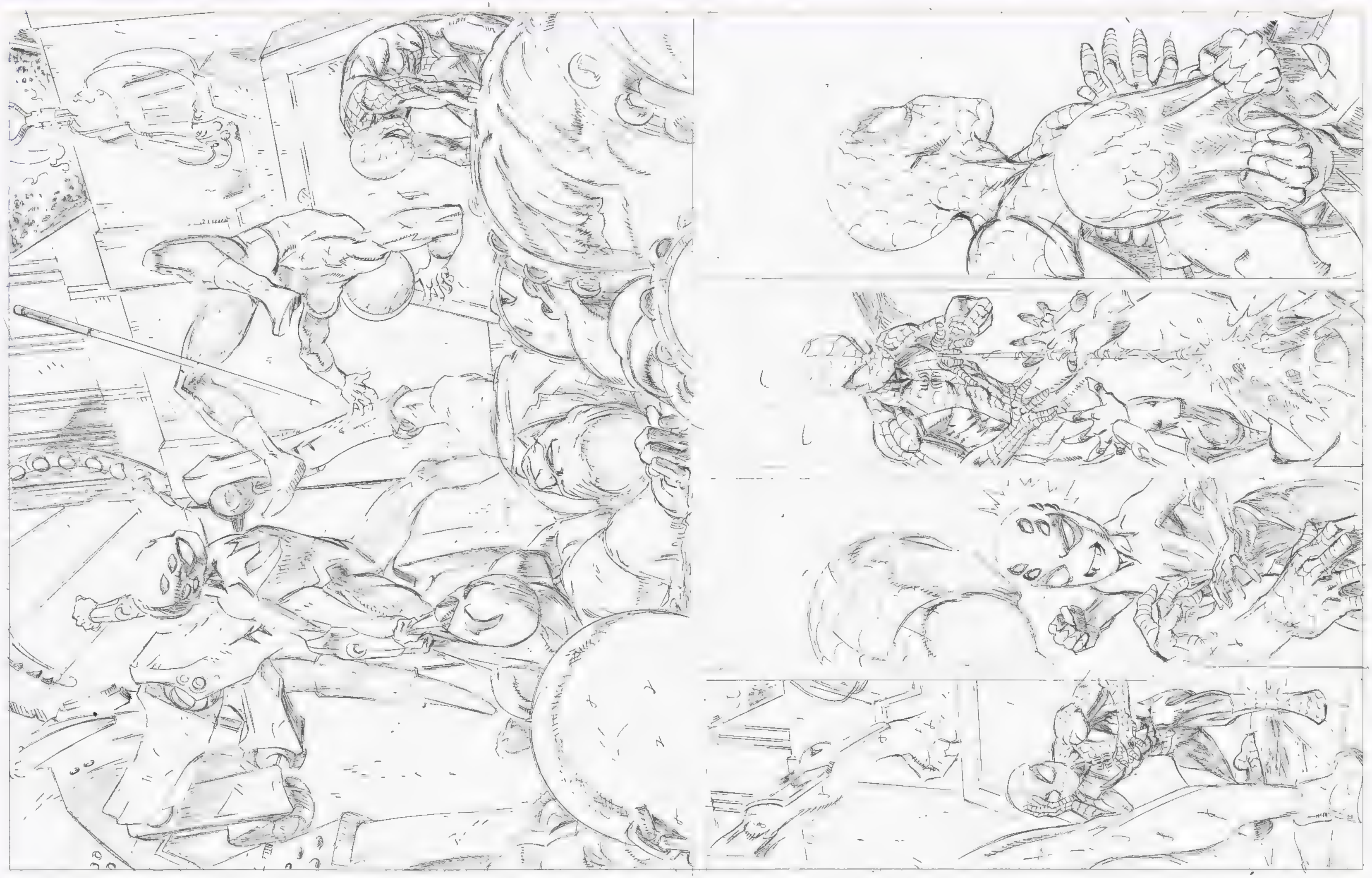

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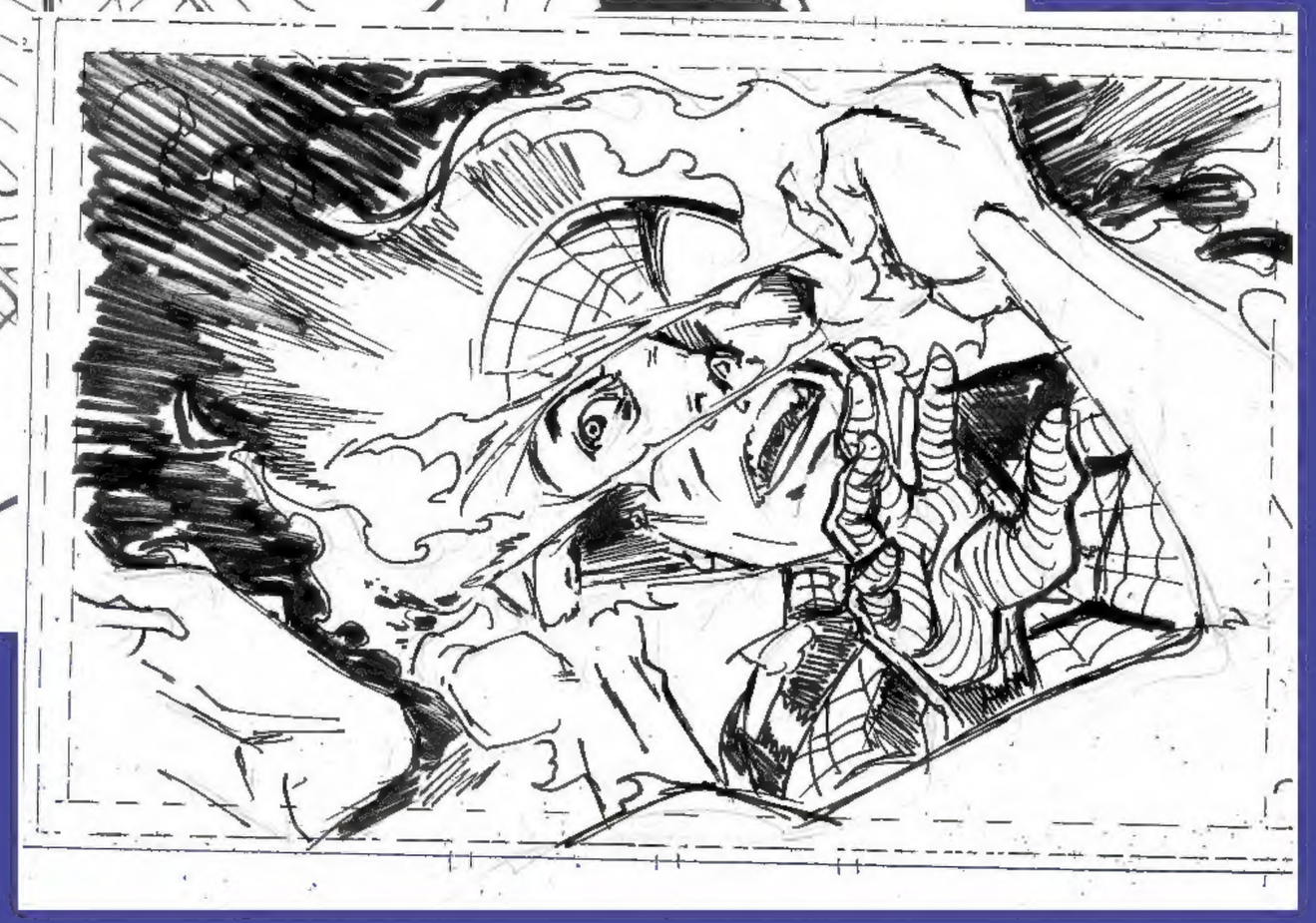

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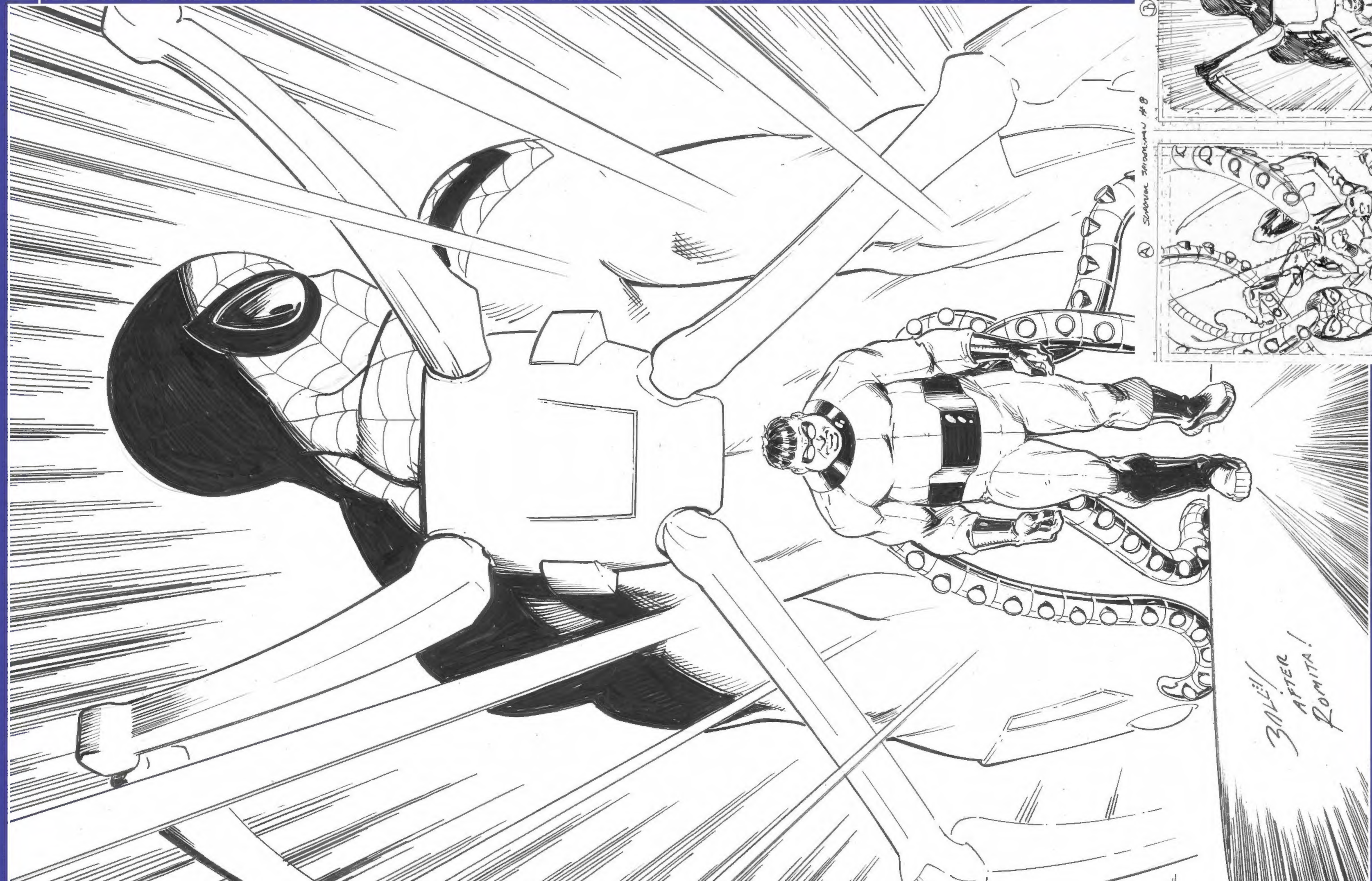

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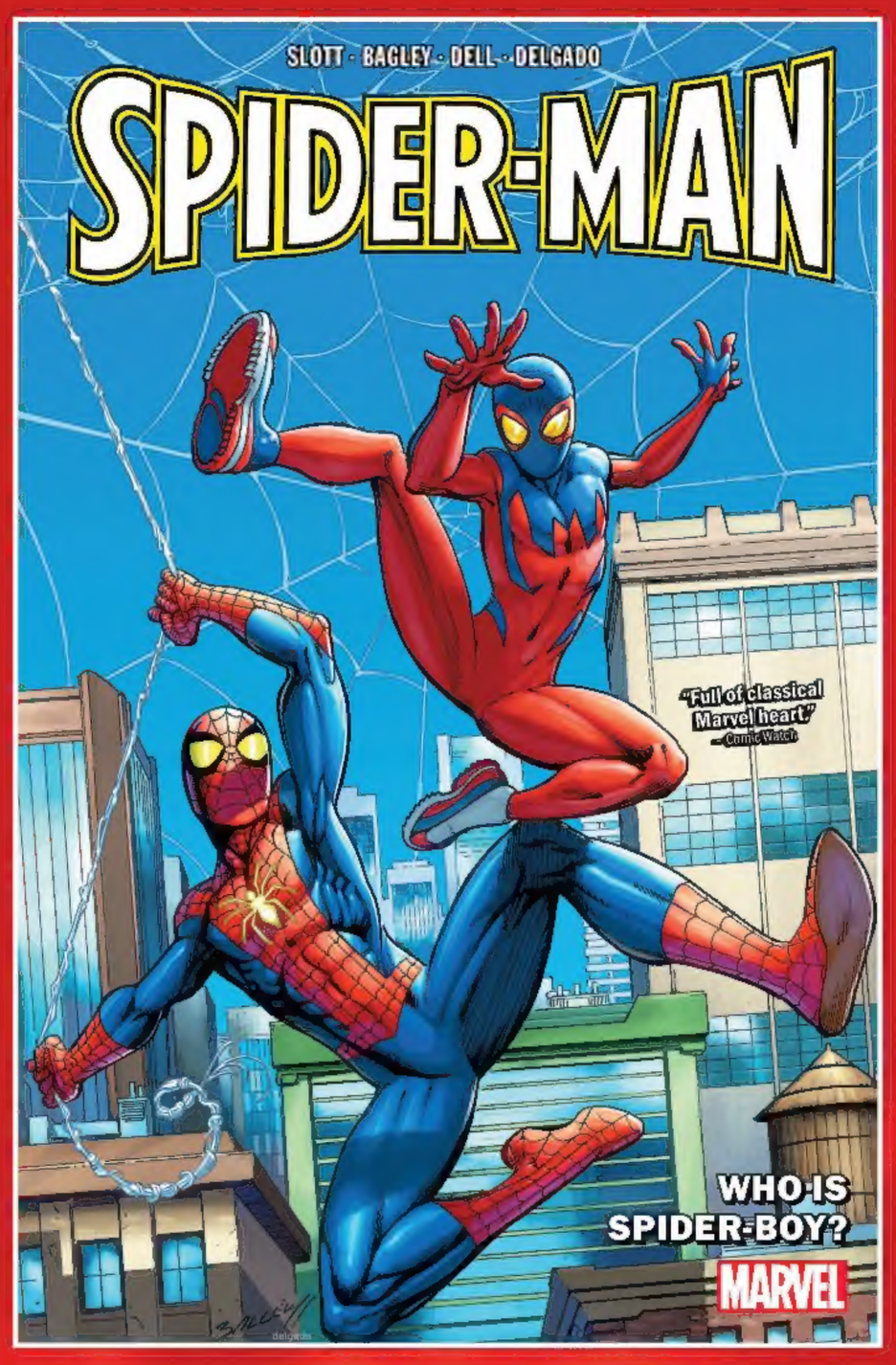

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